

# SOCIETY BY-LAWS AND RULES

SoSALSA

# PREAMBLE

SoSalsa is a great society. To organise, maintain and protect that society its members have set by-laws and rules, that describe the rights, obligations, procedures of the society and the desired conduct of members. These by-laws and rules are bundled in this document together with an informal introduction to explain their main ideas and relationships. But despite what's written down, these rules will only have their full effect when the members know them, apply them and within their limits work together to build and maintain a healthy society that pursues its goals.

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# A NOT SO SHORT INTRODUCTION

*Version of the 20th of September, 2018*

The society is constituted in and organised by a number of documents. The one you are reading now is one of the most important among them. Unfortunately a lot of people will find all this quite boring. This slightly long introduction is meant to explain the ideas that are the basis for all these rules. Hopefully you will have a pretty good idea of how the society is organised and you will know where to look for more details if that is ever necessary.

## 1 All them documents

When it comes to societies like ours, it all starts with the law. With book 2, title 2 of the Dutch Civil Code<sup>1</sup> ("DCC") to be precise. It defines the legal form of the Association<sup>2</sup>, although in SoSalsa we use the term society instead. That law requires a society to be formed by a notarial deed in Dutch, that state the by-laws<sup>3</sup> ("BI"). These include the name, the goal and the basic organisation of the society as well as the most important rights and obligations of its members. Because the by-laws are required to be in Dutch, an informal translation in English is included. Note that the Dutch original is always decisive in a dispute.

Based on the by-laws the society can decide on a number of rules. In SoSalsa these are the Rules of Conduct ("RoC") and the Rules of Procedure ("RoP"). The Rules of Conduct describe what kind of society we want to be and the desired behaviour that goes with that. The Rules of Procedure are based on the by-laws and describe in more detail the procedures, rights, obligations and mechanisms organising and protecting the society.

Apart from the by-laws and rules, that are under control of the general members assembly, there are a number of other documents that describe the society, including the list of currently effective decisions, minutes of meetings, committee definitions, knowledge documents from the board and the committees etcetera. You are far more likely to see these documents in day to day tasks, but remember, they all get their power from the by-laws and rules described here.

Before turning to the main ideas of the rules, some words about words. The words and expressions used in these documents are not accidental. A quick overview of the most important ones and their meaning:

1. *shall, must, obligated, required* indicate that something must happen that way. There might be explicit exceptions, but otherwise only changing the rules will lift the requirement.
2. *cannot, forbidden* indicate things that are not allowed. This is the opposite of the previous item.
3. *can, has the power, has the right, is allowed* indicate that a right is granted to a person or body. That person or body can request to execute that right, but can also decide not to. Again there might be explicit exceptions to that right.

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<sup>1</sup>Dutch: *Burgerlijk Wetboek*. See <http://wetten.overheid.nl/BWBR0003045/Boek2/Titel2/> and <http://www.dutchcivillaw.com/civilcodebook022.htm> for an English translation

<sup>2</sup>Dutch: *Vereniging*

<sup>3</sup>Dutch: *Statuten*

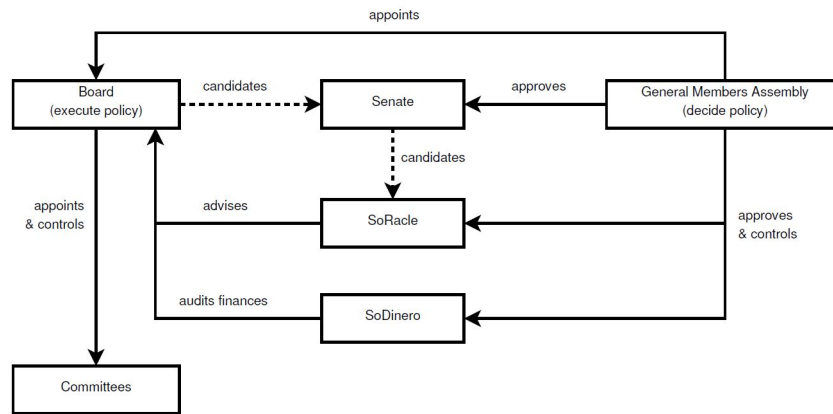


Figure 1: Organisation of the different bodies in SoSalsa

4. *approve, decide* means that agreement must be reached, usually by a vote. Except a few cases stated in the by-laws, a vote must have an absolute majority – a majority of all the cast votes, including blank and invalid ones.
5. *any ..., and any other ..., or anything that ...* indicate that a rule is not limited to any specific cases that are stated but applies to a whole category of cases. Anyone to whom the rule may apply has the responsibility to consider if a case falls into that category.

Sometimes articles refer to parts of the same or other documents. A reference of the form *paragraph 1* refers to a paragraph in the same article. A reference of the form *art. 3 or art. 2, par. 1* refers to an article or paragraph from an article in the same document. A full reference includes the referred document or its abbreviation and has the form *art. 12, par. 3, Bl.*

The rest of this chapter will explain the main ideas behind the by-laws and rules as well as giving some examples on their expected use. An accompanying diagram with the main bodies in SoSalsa and their relations is shown in figure 1 on page 3.

## 2 Who has the power

Now that we have this group of salsa-loving people together in this society, what happens? Who decides what activities are organised, what will the money be spent on? To prevent chaos and anarchy, the power is divided between the board and the general members assembly. The general members assembly consists of all voting members, that is all members who have the right to vote.

The term general members assembly is also used for the meeting where they come together.

A society is essentially a cooperation between people to achieve a certain goal. In the case of SoSalsa this is to promote salsa dancing in the context of the TU Delft<sup>4</sup>. This cooperation is reflected in the fact that all voting members have an equal vote in decisions of the general members assembly. The general members assembly has legislative power (think of a parliament in a democracy), which means it can approve or reject appointments, proposals, make policy and budget decisions and has all the powers not assigned to the board or others<sup>5</sup>. If requested the board has to justify their actions to the general members assembly. Although the general members assembly has the ultimate say in all matters, it would be too impractical to have all the members decide on day to day issues. Disputes might be endless and we wouldn't get to the important part anymore, which is to dance more.

The board is there to care about all the little details the members cannot. It therefore has executive power in the society<sup>6</sup> (like the government in a democracy). The board members together form the legal representation of the society<sup>7</sup>. This means that acts of individual board members can be considered acts of the whole board. Board members must therefore act according to the decisions of the board. The board takes its decisions – like the general members assembly – by absolute majority<sup>8</sup>. Because they share responsibility, board members must naturally keep each other informed about their activities. To make legally representing the society a bit more easy, the president together with the treasurer or the secretary have the authority to represent the whole board and thus the society<sup>9</sup>. This does of course not mean that they can take decisions without the rest of the board, they only represent them. Formal legal representation of this kind is rarely needed and in daily business the board members will act mostly on their own with the board's support.

Based on their legal status, board members can be held liable<sup>10</sup> for their actions in cases of improper governance – even after discharge. The board's main responsibility is running the society, executing any decisions and policy approved by the general members assembly. They have to do so within the limits of the rules and decisions of the general members assembly, for example about budgets. Because of this liability, the board has veto power over any financial decision. In extreme situations it could happen that the board disagrees with a decision of the members and feels it cannot execute it. If such a situations

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<sup>4</sup>art. 2, par. 1, Bl

<sup>5</sup>art. 19, Bl

<sup>6</sup>art. 9, par. 1, Bl

<sup>7</sup>art. 10, Bl. The Dutch legal term is: *gezamenlijke bevoegdheid*

<sup>8</sup>art. 8, par. 7, Bl

<sup>9</sup>art. 9, par. 2, Bl

<sup>10</sup>Dutch: *Bestuursaansprakelijkheid*, art. 30, par. 2, title 2, book 2, DCC



cannot be resolved with a compromise, the board might resign or the general members assembly can decide to dismiss the board. More on this below. Usually situations like that don't arise out of the blue and we should always try to avert them. The rules here are meant to help with that.

Policy in the society is normally formed when the general members assembly votes on proposals. Initiative for a proposal can come from the board or the general members assembly, but will mostly come from the board. They can do this on their own initiative or because they are required to do so by the by-laws or rules<sup>11</sup>. If the members want to influence the policy of the society in more detail, they can make a proposal, either by informal request or a formal motion. The latter has the advantage that the chair of the general members assembly – normally the board<sup>12</sup> – cannot dismiss the matter<sup>13</sup> and it has to be discussed. Policy and thus proposals can concern any aspect of the society, e.g. the frequency and character of the society's activities, the amount of budget assigned to committees or the kind of drinks provided during the general members assembly. To give all members the chance to execute their right to influence the decisions of the society, the topics to be discussed in the general members assembly have to be announced on the invitation<sup>14</sup>.

The board gets its legitimacy because it is elected by the general members assembly. This implies that the members trust the board to handle the daily matters of the society. To be able to do that, the board has several rights, for example signing contracts, controlling the society's money and appointing members to positions in the society. Apart from a few exceptions discussed later, the general members assembly has no direct control over these decisions or any of the daily business of the society. Deciding on policy is the way that the general members assembly can urge or instruct the board to act in a certain way.

To ensure the board is doing its job well, the general members assembly also has the function of supervising the board. There are a number of provisions to help them with that. We already mentioned that any policy or budget decision needs approval of the general members assembly<sup>15</sup>. Apart from that there are a number of provisions requiring the board to inform the members on the state of affairs. When things are going as expected, regular updates suffice<sup>16</sup>. In case things don't go as expected and the normal functioning of the society is at risk or harm might be done to the society, the board must inform the members as soon as possible<sup>17</sup>. They can do this by (e)mail or calling an unscheduled

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<sup>11</sup>e.g. art. 4, par. 1, RoP

<sup>12</sup>art. 13, par. 1, Bl

<sup>13</sup>art. 13, par. 1, RoP

<sup>14</sup>art. 15, par. 3, Bl

<sup>15</sup>e.g. art. 4, par. 4 or art. 27, par. 2, RoP

<sup>16</sup>art. 4, par. 2, RoP

<sup>17</sup>art. 4, par. 3, RoP

general members assembly to discuss the matter. An example can be a sudden financial problem because of a fine. Another could be that the board is unable to find people for SoWee, which could risk the number of new members and thus the future of the society. Apart from informing the members, the board also has to justify their actions when asked by the general members assembly<sup>18</sup>.

Because the general members assembly doesn't meet that often, there are two special committees to supervise the board on a more frequent basis. The first is SoRacle<sup>19</sup> that advises the board and can do independent inquiries on behalf of the board or the general members assembly. This committee is appointed from senate members, because of their expertise and in-depth knowledge of the society. The other is SoDinero<sup>20</sup> that audits the finances. Both committees have the right to meet with the board, so they can always discuss matters with the board they deem necessary. They also have the right to see any documents produced by the board or the committees they need for their research, to make sure it is thorough and no relevant information can be kept from them. This includes of course only documents produced as part of the society's activities, personal notes and communication are outside their powers. In any of the special circumstance discussed before, apart from informing the members, these committees must be informed, because of their expertise and because they can react faster. Because of the special relation of these committees and the senate to the board, the board cannot give them instructions or appoint their members, only the general members assembly can.

Apart from the official supervision by these two committees, there's another formal way so that individual members can voice their concerns to the board. They can do this by writing a formal complaint<sup>21</sup> The board is required to give a written reply within a limited time and deal with the raised issue. This mechanism is meant to raise serious issues with the board without having to wait for the next general members assembly. Because of this the board has to mention any formal complaint at the next general members assembly. To make sure not every vague complaint or disagreement ends up in the general members assembly, the complaint must be written and it must explicitly state that it is a formal complaint.

We can conclude that it is the board's responsibility to make every effort to keep things going and regularly inform the members about current affairs. In any out of the ordinary circumstances they'll make extra efforts to inform the members and resolve the situation. It is the general members assembly's responsibility to supervise the board, be critical to their actions, support them in their efforts and keep themselves informed. The by-laws and rules are only

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<sup>18</sup>art. 4, par. 2, RoP

<sup>19</sup>art. 19, RoP

<sup>20</sup>art. 20, RoP

<sup>21</sup>art. 21, RoP

valuable and will only function when both take their tasks seriously, don't shy away from critical debate and are involved in what's going on in the society. This will create a well functioning and healthy society.

### 3 How do we keep things going

Although the board has executive power in the society, they don't do all the work themselves. Any work not explicitly assigned to the board can be delegated to members directly or by the general members assembly to a committee or working group. In both cases the board will be responsible for the work done, with the exception of the supervising committees discussed before.

The board can delegate any work not explicitly assigned to them to members. These members will work under direct control of the board, following their instructions. In these situations the plans and budgets will come directly from the board.

The general members assembly can decide to delegate work permanently to a committee or working group. The general members assembly decides on the goal and scope of the committee, which are written down in a definition document<sup>22</sup>. Committees and working groups are under control of the board, but generally work more independently. They usually have more freedom for making plans and proposing budgets. Most of the time the board will only supervise and approve their work and not give them direct instructions, although they are allowed to<sup>23</sup> if they think that is needed. This can for example be when the committee plans interfere with other plans of the board or when a committee has problems working independently. In the last case appointing a stronger committee president or more motivated committee members might be a better course of action.

To streamline the relation between a committee and the board, every committee has one board member assigned that is responsible for the committee. This board member has full access to committee meetings and documents to stay informed and in control if needed. If the board wants, that board member can be a member of the committee<sup>24</sup>. This way the board can retain more direct control over a committee, especially if the board member is also committee president.

The relationship of the committees to the board is similar to that of the board to the general members assembly. The committees report regularly to the board, but in unexpected or unusual cases they must report immediately, to make sure

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<sup>22</sup>art. 15, par. 2, RoP

<sup>23</sup>art. 16, par. 1, RoP

<sup>24</sup>art. 16, par. 2, RoP

the board can react to any issues that arise. Any activity that go beyond the scope of the committee and could influence the rest of the society as well as any actions that would represent the society to third parties are considered so important that they must always have the approval of the board<sup>25</sup>.

Committees can propose their own plans and budgets, although they need approval of the board. Committee plans and budgets will be presented to the general members assembly<sup>26</sup>. There's no rule who needs to present those plans, it can be done by the committee or by the board. It is considered nice to have the committees present their own plans, because that way they will receive the visibility and credit for their work and that can make the committee work much more satisfying. As a thank you to the committees, the board organises an activity every year exclusively for them. Of course the board should always acknowledge the committees and members that make efforts for the society.

To give all members a fair shot at joining the board or a committee, any vacancies or upcoming elections must be announced to the members in advance<sup>27</sup>. Members can then apply for a position and show their interest in contributing to the society. This open procedure is there to prevent the forming of a (small) elite that is involved in everything and not connected very well to the rest of the society and to give members to opportunity to be as involved as possible.

To ensure continuation in the society, the way of working and past experiences are documented by the board and committees and passed on to their successors<sup>28</sup>. Especially for the board a transition period where the board and their successors work together is paramount for a good start of a new board<sup>29</sup>.

We can conclude that work in the society is delegated to members directly or in committees. The committees work relatively independent and have the same kind of information obligation to the board as the board has to the general members assembly. To give all the members opportunity to contribute, vacancies and elections are announced in time and members can apply for open positions.

## 4 What if things go wrong

Sometimes things go wrong, maybe out of negligence, laziness or intentionally. There are special rules to deal with such situations and protect the society from harm. There are separate rules that apply to the board and rules that apply to all the members.

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<sup>25</sup>art. 16, par. 7, RoP

<sup>26</sup>art. 16, par. 9, RoP

<sup>27</sup>art. 3, par. 3 and art. 15, par. 5, RoP

<sup>28</sup>art. 3, par. 5 and art. 15, par. 6, RoP

<sup>29</sup>art. 3, pars. 6 and 8, RoP

The moment the general members assembly loses its confidence in one or more board members, they can decide to suspend or dismiss those board members with a super majority<sup>30</sup>, stating the reasons. This happens by passing a motion of no-confidence<sup>31</sup>. If the reasons are obvious, e.g. money was stolen or the relation with a third party was ruined because of the actions of one of the board members, the general members assembly can decide to dismiss immediately. But in many cases where the reasons are less clear or the scale of the harm done is unknown, the general members assembly will decide to suspend the concerned board members. The final decision to dismiss or not is postponed until more research is done. The last option generally deserves preference, because the decision will be more thorough and the concerned board members have the option to defend their case.

When a situation with a member arises – this can apply to board members just as well – the first step is always to try to resolve any problems in a peaceful manner. Discussing with the concerned people, urging them to improve their behaviour and warning them about possible consequences<sup>32</sup>. If that has no effect, actions to maintain order or one of the disciplinary actions can be taken. In these situations we should always focus on behaviour and the effect of it. It's not the society's goal to judge character or express personal like or dislike.

In case someone is disturbing the order, other attendants or in any way hinders the normal activity the board can decide to deny someone entry or have him removed<sup>33</sup>. Examples can be when people are clearly too drunk, aggressive or sexually harassing others. In extreme cases the board can decide to involve building security or law enforcement, but they should be very reserved about that, especially against our own members. This right is one of the few inherited by committees so they can control the activities they are responsible of<sup>34</sup> in case the board is not present.

For more serious matters or wrong doing not tied to a specific activity the board can decide on one of the disciplinary measures<sup>35</sup>. The rules provide mainly in a careful procedure to deal with these situations. The decision must be well founded, several considerations must be present and the decision must be communicated in writing and including the appeal procedure. This way the disciplined member knows the grounds on which the board has taken the decision and knows how to appeal to it, if she does not agree. When the board considers expulsion, the strongest measure available, it is required to have SoRacle do an inquiry. This is to ensure that the decision is thorough and all the facts are considered. During the inquiry the board can suspend the concerned member

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<sup>30</sup>art. 8, par. 3, BI

<sup>31</sup>art. 2, RoP

<sup>32</sup>e.g. beginning of art. 22, par. 3 or art. 16, par. 4, RoP

<sup>33</sup>art. 22, RoP

<sup>34</sup>art. 22, par. 4, RoP

<sup>35</sup>art. 23, RoP

from active duty until their final decision, to protect the society from more damage.

If the concerned member disagrees with the board's decision and appeals, the general members assembly can revoke the decision. They are the final judge of what is and is not accepted in the society. However they can not decide themselves to discipline a member or change the board's decision (e.g. decrease the punishment). If they think the board should discipline a member, but the board refuses to comply with their request, they will have to take action against the board.

The by-laws and rules are very general about the reasons to decide for disciplinary measures. This is because these rules are not needed very often and the cases can vary enormously. One time it might be a committee breaking a sponsor contract, another time a member stealing money or a board member using the societies name for his own benefit. Specific rules might be overly restricting or only cover a case from the past but not the situation at hand. The Rules of Conduct give a general direction and indicate what is important, but the actual decision will always depend on the specific case.

We can conclude that because of the variety of possible cases the rules mainly provide a careful procedure for handling violations and harm to the society. Several degrees of punishment are provided and a well founded decision is required. For expulsion an inquiry is required to be extra thorough. In the case of board members it is possible to dismiss them immediately, but normally a similar process of suspension and inquiry will be followed. The general members assembly has the final decision in case of appeal, so the members stay in control.

## 5 No hard feelings

All these mechanism, the controlling function of the general members assembly, the possibility to dismiss board and committee members and the disciplinary actions against members are there to ensure the well-being and future of the society. Although personal relations or emotions can easily get mixed up in this, they should not interfere with it. These rules are not about personal attitudes – positive or negative – but are there for the society and should be used for that and only that.

Unless proven otherwise we can assume that everybody supports the goals of the society and has its best interest at heart. It is great that personal relationships are formed while pursuing these goals and we should not let any organisational necessities ruin that.

# STATUTEN

SoSALSA

*Laatst herzien op 28 juli, 2006*

# 1 Naam en zetel

## Artikel 1

1. De vereniging draagt de naam: SoSalsa.
2. Zij heeft haar zetel in de gemeente Delft.

# 2 Doel

## Artikel 2

1. Het doel van de vereniging is het bevorderen van de beoefening van de salsadansen en de salsacultuur door studenten en alumni van de Technische Universiteit Delft en onderwijsinstellingen waarmee de Technische Universiteit Delft een samenwerkingsovereenkomst is aangegaan.
2. Zij tracht dit doel onder meer te bereiken door het organiseren van dansavonden, danswedstrijden, culturele bijeenkomsten, het geven van demonstraties en workshops door en voor leden en derden.

# 3 Duur

## Artikel 3

De vereniging is aangegaan voor onbepaalde tijd.

# 4 Lidmaatschap

## Artikel 4

1. De vereniging kent leden.
2. Leden zijn zij die zich schriftelijk als lid bij het bestuur hebben aangemeld en door het bestuur als lid zijn toegelaten. Hiervan blijkt uit een door het bestuur afgegeven verklaring.

Ingeval van niet-toelating door het bestuur kan de algemene ledenvergadering alsnog tot toelating besluiten.

3. Het lidmaatschap is persoonlijk en kan niet worden overgedragen of door erfopvolging worden verkregen.



## Artikel 5

1. Het lidmaatschap eindigt:
  - (a) door de dood van het lid;
  - (b) door opzegging door het lid;
  - (c) door opzegging door de vereniging;
  - (d) door ontzetting.
2. Opzegging van het lidmaatschap door het lid kan slechts geschieden tegen het einde van een boekjaar. Zij geschiedt schriftelijk aan het bestuur met inachtneming van een opzeggingstermijn van ten minste vier weken.

Indien een opzegging niet tijdig heeft plaatsgevonden, loopt het lidmaatschap door tot het einde van het eerstvolgende boekjaar.

Het lidmaatschap eindigt onmiddellijk:

- (a) indien redelijkerwijs van het lid niet gevergd kan worden het lidmaatschap te laten voortduren;
  - (b) binnen een maand nadat een besluit waarbij de rechten van de leden zijn beperkt of hun verplichtingen zijn verzwaard, aan een lid bekend is geworden of medegedeeld (tenzij het betreft een wijziging van de geldelijke rechten en verplichtingen);
  - (c) binnen een maand nadat een lid een besluit is meegedeeld tot omzetting van de vereniging in een andere rechtsvorm of tot fusie.
3. Opzegging van het lidmaatschap namens de vereniging kan tegen het einde van het lopende boekjaar door het bestuur worden gedaan:
  - (a) wanneer een lid na daartoe bij herhaling schriftelijk te zijn aangevaard op een november niet volledig aan zijn geldelijke verplichtingen jegens de vereniging over het lopende boekjaar heeft voldaan;
  - (b) wanneer het lid heeft opgehouden te voldoen aan de vereisten die op dat moment door de statuten voor het lidmaatschap worden gesteld.

De opzeggingstermijn is ten minste vier weken.

Indien een opzegging niet tijdig heeft plaatsgevonden, loopt het lidmaatschap door tot het einde van het eerstvolgende boekjaar. De opzegging kan evenwel onmiddellijke beëindiging van het lidmaatschap tot gevolg hebben, wanneer redelijkerwijs van de vereniging niet kan worden gevergd het lidmaatschap te laten voortduren.

De opzegging geschiedt steeds schriftelijk met opgave van de redenen.

4. Ontzetting uit het lidmaatschap kan alleen worden uitgesproken wanneer een lid in strijd met de statuten, reglementen of besluiten van de vereniging handelt of wanneer het lid de vereniging op onredelijke wijze benadeelt. Zij geschiedt door het bestuur, dat het lid zo spoedig mogelijk van het besluit in kennis stelt, met opgave van de redenen. Het betrokken lid is bevoegd binnen een maand na de ontvangst van de kennisgeving in beroep te gaan bij de algemene ledenvergadering.

Gedurende de beroepstermijn en hangende het beroep is het lid geschorst. Een geschorst lid heeft geen stemrecht.

5. Wanneer het lidmaatschap in de loop van een boekjaar eindigt, blijft de jaarlijkse bijdrage voor het geheel door het lid verschuldigd, tenzij het bestuur anders beslist.

## **5 Donateurs**

### **Artikel 6**

1. Donateurs zijn zij, die door het bestuur als donateur zijn toegelaten. Het bestuur is bevoegd het donateurschap door schriftelijke opzegging te beëindigen.
2. Donateurs zijn verplicht jaarlijks aan de vereniging een geldelijke bijdrage te verlenen, waarvan de minimale omvang door de algemene ledenvergadering wordt vastgesteld.
3. Donateurs hebben uitsluitend het recht om de algemene ledenvergadering bij te wonen. Zij hebben daarin geen stemrecht, maar wel het recht om het woord te voeren.

## **6 Contributies**

### **Artikel 7**

Ieder lid is jaarlijks een contributie verschuldigd. De hoogte van de contributie wordt vastgesteld door de algemene ledenvergadering.

## 7 Bestuur

### Artikel 8

1. Het bestuur bestaat uit ten minste drie en ten hoogste zeven natuurlijke personen, die uit hun midden een voorzitter, een secretaris en een penningmeester aanwijzen. De functies van secretaris en penningmeester kunnen ook door een persoon worden vervuld.
2. De bestuursleden worden door de algemene ledenvergadering benoemd uit de leden van de vereniging.

De algemene ledenvergadering stelt het aantal bestuursleden vast.

3. Bestuursleden kunnen te allen tijde onder opgaaf van redenen door de algemene ledenvergadering worden geschorst en ontslagen. De algemene ledenvergadering besluit tot schorsing of ontslag met een meerderheid van twee/derde van de uitgebrachte stemmen.
4. De schorsing eindigt wanneer de algemene ledenvergadering niet binnen drie maanden daarna tot ontslag heeft besloten. Het geschorste bestuurslid wordt in de gelegenheid gesteld zich in de algemene ledenvergadering te verantwoorden en kan zich daarbij door een raadsman doen bijstaan.
5. Bestuursleden worden benoemd voor een periode van maximaal één jaar. Onder een jaar wordt te dezen verstaan de periode tussen twee opeenvolgende jaarlijkse algemene ledenvergaderingen. De bestuursleden treden af volgens een door het bestuur op te maken rooster. Een volgens het rooster aftredend bestuurslid is onmiddellijk herbenoembaar.
6. Indien het aantal bestuursleden beneden het in lid 1 vermelde minimum is gedaald, blijft het bestuur niettemin bevoegd. Het bestuur is verplicht zo spoedig mogelijk een algemene ledenvergadering te beleggen, waarin de voorziening in de vacature(s) aan de orde komt.
7. Op de vergaderingen en de besluitvorming van het bestuur is het bepaalde in de artikelen 11 tot en met 14 zoveel mogelijk van toepassing.

### Artikel 9

1. Het bestuur is belast met het besturen van de vereniging.
2. Het bestuur is, met voorafgaande goedkeuring van de algemene ledenvergadering, bevoegd te besluiten tot het aangaan van overeenkomsten tot verkrijging, vervreemding of bezwaring van registergoederen en tot het aangaan van overeenkomsten waarbij de vereniging zich als borg of hoofdelijk medeschuldenaar verbindt, zich voor een derde sterk maakt of zich tot zekerheidstelling voor een schuld van een ander verbindt.

## **Artikel 10**

1. Het bestuur vertegenwoordigt de vereniging.
2. De vertegenwoordigingsbevoegdheid komt mede toe aan de voorzitter tezamen met de secretaris of de penningmeester.

## **8 Algemene ledenvergaderingen**

### **Artikel 11**

De algemene ledenvergaderingen worden gehouden in de gemeente waar de vereniging statutair is gevestigd.

### **Artikel 12**

1. Toegang tot de algemene ledenvergadering hebben de leden die niet geschorst zijn, de donateurs alsmede degenen, die daartoe door het bestuur en/of de algemene ledenvergadering zijn uitgenodigd.

Een geschorst lid heeft toegang tot de vergadering waarin het besluit tot zijn schorsing wordt behandeld, en is bevoegd daarover dan het woord te voeren.

2. Met uitzondering van een geschorst lid heeft ieder lid één stem in de algemene ledenvergadering. Ieder stemgerechtigd lid kan aan een andere stemgerechtigde schriftelijk volmacht verlenen tot het uitbrengen van zijn stem. Een stemgerechtigde kan voor ten hoogste twee personen als gevolmachtigde optreden.
3. Een eenstemmig besluit van alle stemgerechtigde leden, ook al zijn zij niet in vergadering bijeen, heeft, mits met voorkennis van het bestuur genomen, dezelfde kracht als een besluit van de algemene ledenvergadering. Dit besluit kan ook schriftelijk tot stand komen.
4. De voorzitter bepaalt de wijze waarop de stemmingen in de algemene ledenvergadering worden gehouden.
5. Alle besluiten waaromtrent bij de wet of bij deze statuten geen grotere meerderheid is voorgeschreven, worden genomen bij volstreekte meerderheid van de uitgebrachte stemmen. Bij staking van stemmen over zaken is het voorstel verworpen. Staken de stemmen bij verkiezing van personen, dan beslist het lot. Indien bij verkiezing tussen meer dan twee personen door niemand een volstreekte meerderheid is verkregen, wordt herstemd tussen de twee personen, die het grootste aantal stemmen kregen, zo nodig na tussenstemming.

## Artikel 13

1. De algemene ledenvergaderingen worden geleid door de voorzitter of bij diens afwezigheid, door het oudste aanwezige bestuurslid.

Zijn geen bestuursleden aanwezig, dan voorziet de vergadering zelf in haar leiding.

2. Het door de voorzitter ter algemene ledenvergadering uitgesproken oordeel omtrent de uitslag van een stemming, is beslissend. Hetzelfde geldt voor de inhoud van een genomen besluit, voorzover werd gestemd over een niet schriftelijk vastgelegd voorstel.

Wordt echter onmiddellijk na het uitspreken van het oordeel van de voorzitter de juistheid daarvan betwist, dan vindt een nieuwe stemming plaats, indien de meerderheid van de vergadering of, indien de oorspronkelijke stemming niet hoofdelijk of schriftelijk geschiedde, een stemgerechtigde aanwezige dit verlangt.

Door deze nieuwe stemming vervallen de rechtsgevolgen van de oorspronkelijke stemming.

3. Van het ter algemene ledenvergadering verhandelde worden notulen gehouden door de secretaris of door een door de voorzitter aangewezen persoon.

Deze notulen worden in dezelfde of in de eerstvolgende algemene ledenvergadering vastgesteld en ten blijke daarvan door de voorzitter en de secretaris van die vergadering ondertekend.

## Artikel 14

1. Het boekjaar van de vereniging loopt van één september tot en met éénendertig augustus.

Jaarlijks wordt ten minste een algemene ledenvergadering gehouden en wel binnen zes maanden na afloop van het boekjaar, behoudens verlenging van deze termijn door de algemene ledenvergadering. In deze algemene ledenvergadering brengt het bestuur zijn jaarverslag uit over de gang van zaken in de vereniging en over het gevoerde beleid. Het legt de balans en de staat van baten en lasten met een toelichting ter goedkeuring aan de algemene ledenvergadering over. Deze stukken worden ondertekend door de bestuursleden; ontbreekt de ondertekening van een of meer hunner, dan wordt daarvan onder opgave van redenen melding gemaakt. Na verloop van de termijn kan ieder lid in rechte vorderen van de gezamenlijke bestuurders dat zij deze verplichtingen nakomen.

2. Wordt omtrent de getrouwheid van de stukken bedoeld in het vorige lid aan de algemene ledenvergadering niet overgelegd een verklaring afkomstig van een accountant als bedoeld in artikel 2:393 lid 1 van het Burgerlijk Wetboek, dan benoemt de algemene ledenvergadering, jaarlijks, een commissie van ten minste twee leden die geen deel van het bestuur mogen uitmaken.
3. Het bestuur is verplicht aan de commissie ten behoeve van haar onderzoek alle door haar gevraagde inlichtingen te verschaffen, haar desgewenst de kas en de waarden te tonen en inzage in de boeken en bescheiden van de vereniging te geven.
4. De commissie onderzoekt de in lid 1 en lid 3 bedoelde stukken.
5. Vergt dit onderzoek naar het oordeel van de commissie bijzondere boekhoudkundige kennis, dan kan zij zich op kosten van de vereniging door een deskundige doen bijstaan. De commissie brengt aan de algemene ledenvergadering verslag van haar bevindingen uit.

## **Artikel 15**

1. Algemene ledenvergaderingen worden door het bestuur bijeengeroepen zo dikwijls het dit wenselijk oordeelt of daartoe op grond van de wet verplicht is.
2. Op schriftelijk verzoek van ten minste één/tiende gedeelte van de stemgerechtigde leden is het bestuur verplicht tot het bijeenroepen van een algemene ledenvergadering, te houden binnen vier weken na indiening van het verzoek.

Indien aan het verzoek binnen veertien dagen geen gevolg wordt gegeven, kunnen de verzoekers zelf tot de bijeenroeping van de algemene ledenvergadering overgaan op de wijze als in lid 3 bepaald of door middel van een advertentie in ten minste één veel gelezen dagblad. De verzoekers kunnen alsdan anderen dan bestuursleden belasten met de leiding van de vergadering en het opstellen van de notulen.

3. De bijeenroeping van de algemene ledenvergadering geschiedt door schriftelijke mededeling aan de stemgerechtigden op een termijn van ten minste zeven dagen.

Bij de oproeping worden de te behandelen onderwerpen vermeld.

## 9 Statutenwijziging

### Artikel 16

1. Wijziging van de statuten kan slechts plaatshebben door een besluit van de algemene ledenvergadering, waartoe is opgeroepen met de mededeling dat aldaar wijziging van de statuten zal worden voorgesteld.
2. Zij, die de oproeping tot de algemene ledenvergadering ter behandeling van een voorstel tot statutenwijziging hebben gedaan, moeten ten minste vijf dagen voor de dag van de vergadering een afschrift van dat voorstel, waarin de voorgestelde wijziging woordelijk is opgenomen, op een daartoe geschikte plaats voor de leden ter inzage leggen tot na de afloop van de dag, waarop de vergadering werd gehouden.
3. Tot wijziging van de statuten kan door de algemene ledenvergadering slechts worden besloten met een meerderheid van ten minste twee/derde van het aantal uitgebrachte stemmen.
4. De statutenwijziging treedt eerst in werking nadat daarvan een notariële akte is opgemaakt.

Ieder van de bestuursleden is bevoegd de akte van statutenwijziging te doen verlijden.

5. Het bepaalde in de leden 1 en 2 is niet van toepassing, indien in de algemene ledenvergadering alle stemgerechtigden aanwezig of vertegenwoordigd zijn en het besluit tot statutenwijziging met algemene stemmen wordt genomen.
6. De bestuursleden zijn verplicht een authentiek afschrift van de akte van statutenwijziging en een volledige doorlopende tekst van de statuten, zoals deze na de wijziging luiden, neer te leggen ten kantore van het door de Kamer van Koophandel en Fabrieken gehouden register.

## 10 Ontbinding en vereffening

### Artikel 17

1. Het bepaalde in artikel 16 leden 1, 2, 3 en 5 is van overeenkomstige toepassing op een besluit van de algemene ledenvergadering tot ontbinding van de vereniging.
2. De algemene ledenvergadering stelt bij haar in het vorige lid bedoelde besluit de bestemming vast voor het batig saldo, en wel zoveel mogelijk in overeenstemming met het doel van de vereniging.

3. De vereffening geschiedt door het bestuur.
4. Na de ontbinding blijft de vereniging voortbestaan voor zover dit tot vereffening van haar vermogen nodig is. Gedurende de vereffening blijven de bepalingen van de statuten zoveel mogelijk van kracht.

In stukken en aankondigingen die van de vereniging uitgaan, moeten aan haar naam worden toegevoegd de woorden in liquidatie”.

5. De vereffening eindigt op het tijdstip waarop geen aan de vereffenaar bekende baten meer aanwezig zijn.
6. De boeken en bescheiden van de ontbonden vereniging moeten worden bewaard gedurende tien jaren na afloop van de vereffening. Bewaarder is degene die door de vereffenaars als zodanig is aangewezen.

## **11 Reglementen**

### **Artikel 18**

1. De algemene ledenvergadering kan een of meer reglementen vaststellen en wijzigen, waarin onderwerpen worden geregeld waarin door deze statuten niet of niet volledig wordt voorzien.
2. Een reglement mag geen bepalingen bevatten, die strijdig zijn met de wet of met deze statuten.
3. Op besluiten tot vaststelling en tot wijziging van een reglement is het bepaalde in artikel 16 leden 1, 2 en 5 van overeenkomstige toepassing.

## **12 Slotbepaling**

### **Artikel 19**

Aan de algemene ledenvergadering komen in de vereniging alle bevoegdheden toe, die niet door de wet of de statuten aan andere organen zijn opgedragen.



# BY-LAWS

SoSALSA

*Last revised on the 28th of July, 2006*

*Translation draft of the 12th of April, 2013*

**DISCLAIMER** This is an informal translation of the Statuten. It is meant to disclose the by-laws to our non-Dutch speaking members, but it is for informative purposes only and has no legal value. In any dispute the Dutch original is decisive.

## **1 Name and seat**

### **Article 1**

1. The society bears the name: SoSalsa.
2. She has her seat in the municipality of Delft.

## **2 Goal**

### **Article 2**

1. The goal of the society is the promotion of the practice of salsa dancing and the salsa culture by students and alumni of the Delft University of Technology and educational institutions with which the Delft University of Technology has a formal cooperation.
2. She tries to achieve this goal among other things by organizing dance nights, dance competitions, cultural meetings, giving demonstrations and workshops by and for members and third parties.

## **3 Duration**

### **Article 3**

The society is established for an indefinite period.

## **4 Membership**

### **Article 4**

1. The society has members.
2. Members are those who have registered in writing by the board and are accepted by the board as member. This is confirmed by a statement issued by the board.

In case the board does not accept, the general members assembly can still decide to accept.

3. Membership is personal and cannot be transferred or acquired by succession.

## Article 5

1. Membership ends:
  - (a) with the death of the member;
  - (b) by resignation by the member;
  - (c) by resignation by the society;
  - (d) by expulsion.
2. Resignation of membership by the member can only happen near the end of the fiscal year. It has to be done in writing at at least four weeks' notice.

If resignation is not done in time, membership continues until the end of the next fiscal year.

Membership ends immediately:

- (a) if it cannot reasonably be asked of the member to continue the membership;
  - (b) within a month after a decision where the rights of the members are limited or their obligations increased, is made known to the member (except when it is a change of the financial rights and obligations);
  - (c) within a month after a decision is announced to the member about changing the society's legal form or about a merger.
3. Resignation of membership by the society can happen near the end of the current fiscal year by the board:
  - (a) when a member, after repeated written reminder, in a November has not met his financial obligations towards the society for the current fiscal year;
  - (b) when a member ceases to meet the requirements for membership at that moment set by the by-laws.

Notice period is at least four weeks.

If resignation is not done in time, the membership will continue until the end of the next fiscal year. Resignation can result in immediate termination of the membership, if it cannot reasonably be asked of the society to continue the membership.

Resignation is done in writing, giving reasons.

4. Expulsion from membership can only be pronounced when a member acts in violation of the by-laws, rules or decisions of the society or when a member unreasonably harms the society. It is pronounced by the board,

that notices the member as soon as possible about the decision, giving reasons. The concerned member is authorised to appeal to the general members assembly within one month after receiving the notification.

During the appeal period and pending the appeal the member is suspended. A suspended member has no voting rights.

5. When a membership ends during a fiscal year, the member still owes the full yearly contribution, unless the board decides otherwise.

## **5 Donors**

### **Article 6**

1. Donors are those who are accepted by the board as donor. The board is authorised to end donorship by written notice.
2. Donors are required to grant the society a financial contribution every year, which minimum amount is decided by the general members assembly.
3. Donors only have the right to attend the general members assembly. They have no voting rights, but have the right to take the floor.

## **6 Contributions**

### **Article 7**

Every member owes a yearly contribution. The amount of the contribution is decided by the general members assembly.

## **7 Board**

### **Article 8**

1. The board consists of at least three and at most seven natural persons, who appoint from their midst a president, a secretary and a treasurer. The roles of secretary and treasurer can be filled by the same person.
2. The board members are appointed by the general members assembly out of the members of the society.

The general members assembly decides the number of board members.

3. Board members can be suspended or dismissed by the general members assembly at any time, giving reasons. The general members assembly decides to suspend or dismiss with a majority of two/third of the cast votes.
4. The suspension ends when the general members assembly does not decide to dismiss within three months. The suspended board member will get the opportunity to defend himself in the general members assembly and can be assisted by counsel.
5. Board members are appointed for a period of at most one year. A year is considered the period between to consecutive yearly general members assemblies. The board members resign according to a schedule fixed by the board. A board member resigning according to the schedule is immediately re-appointable.
6. If the number of board members decreases below the minimum stated in paragraph 1, the board remains authorised. The board is required to call a general members assembly as soon as possible, where filling the vacancies will be discussed.
7. The provisions of articles 11 to 14 apply as much as possible to the meetings and decisions of the board.

## **Article 9**

1. The board is charged with governing the society.
2. The board is, with prior approval of the general members assembly, authorised to decide to enter into agreements to acquire, alienate or encumber registered goods and to enter into agreements where the society commits itself as surety or debtor, back a third party or giving security for a debt of someone else.

## **Article 10**

1. The board represents the society.
2. The power of representation belong to the president together with the secretary or the treasurer.

## 8 General member assemblies

### Article 11

The general assemblies are held in the municipality where the society has its seat according to the by-laws.

### Article 12

1. Access to the general members assembly have those members that have not been suspended, the donors and anybody who has been invited by the board and/or the general members assembly.

A suspended member has access to the assembly where the decision of his suspension is discussed, and is authorised to take the floor on that matter.

2. Every member except a suspended member has one vote in the general members assembly. Every voting member can give written proxy to another voting member. A voting member can only stand as proxy for at most two persons.
3. A unanimous decision of all voting members, even if they are not in assembly, has, if taken with prior knowledge of the board, the same power as a decision of the general members assembly. This decision can be taken in writing.
4. The chair decides the way a vote is cast in the general members assembly.
5. All decisions that do not require a larger majority by law or these by-laws, are taken by absolute majority of the cast votes. In case of a tie about matters the motion is defeated. In case of a tie about persons, it is decided by chance. When nobody in an election between more than two persons receives an absolute majority, there will be voted again between the two persons who received the highest amount of votes, if needed with intermediate voting.

### Article 13

1. The general members assembly is chaired by the president, or in his absence, by the oldest board member present.

If no board members are present, the general members assembly will provide in its own chair.

2. The verdict of the chair given at the general members assembly about the outcome of a vote is decisive. The same applies to the content of a taken decision, if the vote is about a non-written motion.

If the verdict of the chair is questioned immediately after it is given, then a new vote will take place, if the majority of the assembly or, if the vote was not by call or by ballot, a voting member requests this.

This new vote invalidates any legal consequences of the original vote.

3. Minutes will be taken of all matters discussed in the general members assembly by the secretary or someone appointed by the chair.

These minutes will be confirmed in this or the next general members assembly and as prove be signed by the chair and the secretary of that assembly.

## Article 14

1. The fiscal year of the society runs from the first of September until the thirty-first of August.

Every year at least one general members assembly will be called within six month after the end of the fiscal year, unless the general members assembly extends this period. In this general members assembly the board will give its yearly report on the state of affairs in the society and the pursued policy. It will produce the balance and the statement of profit and loss to the general members assembly for approval. These documents are signed by the board members; if one or more of their signatures are missing, this is mentioned giving reasons. After this period expires, every member has the right to demand from the collective board members that they fulfill these obligations.

2. If the documents mentioned in the previous paragraph are not accompanied by a statement about their faithfulness by an accountant, as referred to in article 2:393 paragraph 1 of the Dutch Civil Code, then the general members assembly will appoint a committee every year, consisting of at least two members who cannot be part of the board.
3. The board is required to provide the committee for her research all requested information and if desired to show her the cash and valuables and to give her the books and records of the society.
4. The committee researches the documents mentioned in paragraph 1 and paragraph 3.

5. If the committee judges that this research requires particular accounting knowledge, they can be assisted by an expert at the cost of the society. The committee reports her findings to the general members assembly.

## **Article 15**

1. The board will call a general members assembly as often as they see advisable or as required by law.
2. The board is required to call a general members assembly at the written request of at least one/tenth of the voting members, which should be held within four weeks after the request was filed.

If the request is not complied with within fourteen days, the applicants can proceed to call a general members assembly themselves as described in paragraph 3 or by putting an advert in at least one widely read daily newspaper. The applicants then can charge others than board members to chair the assembly and take minutes.

3. A general members assembly is called by written notice to the voting members at least seven days in advance.

The notice shall state the matters to be discussed.

## **9 Amendment of the by-laws**

### **Article 16**

1. Amendment of the by-laws can only happen by a decision of the general members assembly, which is called with a notice that amendment of the by-laws will be proposed there.
2. Those who called the general members assembly to discuss a proposal to amend the by-laws, shall make a copy of the proposal, containing the literal amendment, available at a convenient location for inspection by the members at least five days before the assembly, until after the day the assembly is held.
3. The general members assembly can only decide to amend the by-laws with at least two/third of the cast votes.
4. The amendment of the by-laws shall take effect only after a notarial deed has been drawn up.

Every board member is authorised to execute the deed of the amendment.



5. The provisions in paragraphs 1 and 2 are not applicable, if all the voting members are present or proxied in the general members assembly and the decision to amend the by-laws is unanimously.
6. Board members are required to submit an authentic copy of the deed of the amendment to the by-laws and a full text of the by-laws, as after the amendment, to the at the office of the Chamber of Commerce and Factories kept register.

## **10 Dissolution and liquidation**

### **Article 17**

1. The provisions of article 16 paragraphs 1, 2, 3 and 5 apply mutatis mutandis to a decision of the general members assembly to dissolve the society.
2. The general members assembly shall include in the decision mentioned in the previous paragraph the destination of the profits, as much is possible according to the goal of the society.
3. Liquidation is executed by the board.
4. After dissolution the society continues to exist as far as needed for the liquidation of its capital. During liquidation the provisions of these by-laws apply as much as possible.

In any document and notice of the society, the name will be accompanied by the words "in liquidatie".

5. Liquidation ends at that time when no more profits are known to the liquidator.
6. The books and records of the dissolved society shall be kept for a period of ten years after liquidation. Keeper is he who is appointed as such by the liquidators.

## **11 Rules**

### **Article 18**

1. The general members assembly can set and amend one or more rule books, ruling matters that are not or not fully covered in these by-laws.
2. These rules cannot contain provisions, that are in contradiction to the law or these by-laws.

3. To decisions to set and amend these rules, the provisions of article 16 paragraphs 1, 2 and 5 apply mutatis mutandis.

## **12 Closing provision**

### **Article 19**

All powers in the society, that are not by law or these by-laws assigned to other bodies, belong to the general members assembly.

# RULES OF CONDUCT

SoSALSA

*Version of the 20th of September, 2017*

## **Preamble**

The members of SoSalsa, considering that SoSalsa is a great society because of its atmosphere, in a need to clarify the expected conduct and desirable etiquette in the society, using their right to set rules by article 18 of the By-laws, declare the Rules of Conduct to be the following:

# **1 Conduct**

## **Article 1 General conduct**

1. Negative discrimination or name calling is not allowed.
2. It is not allowed to bring alcohol to activities.
3. Drugs and weapons are not allowed.
4. Public drunkenness or influence of drugs is not allowed.
5. Harassment, aggression or racism is not allowed.
6. Disturbing or damaging surroundings and the environment is no allowed.
7. Everyone shall comply with local legislation and rules of the establishment.

## **Article 2 Good governance**

The board is expected to

1. execute the society's policy and ensure that the expected activities take place;
2. ensuring healthy finances and respecting the limits of the budget and the law;
3. keeping the members informed about the society's activities and the board's decisions;
4. preventing and resolving any conflicts of interest, problems that might affect the society or tension in the board or the society that may hinder its functioning;
5. maintaining relations with third parties;
6. acknowledge and support the work done by the members for the society;

and anything else within their power to ensure a healthy and functioning society.

## **Article 3 Good membership**

1. Within the context of the society, every member is expected to act in the interest of and to the well being of the society and keep the board informed on any relevant activities.
2. Members are expected to try to cooperate with the board and other members to achieve the society's goal.

3. Every member is expected to report any conflict of interest or problem that might affect the society to the board and/or the general members assembly.
4. Any economic activity at society activities or using the society's communications is only allowed after the approval of the board.
5. Communicating in name of the society, use of the society's logos or anything else suggesting official communication in any media must be approved by the board or, when about a specific activity, the committee in charge.

## **2 Etiquette**

We want the society to be open and welcoming to everybody. The aspects that create such an atmosphere are reflected in this section.

### **Article 4 Dance etiquette**

1. It is encouraged and appreciated to accept any request to dance.
2. Ladies and gentlemen are both encouraged to ask someone to dance.
3. It is considered polite to dance until the song has ended.
4. Respect cultural differences, which may arise in the whole dance requesting ritual.
5. During dancing, causing any harm to the dance partner should be avoided in any case.
6. Navigational errors are always the responsibility of the leading person.
7. Respect the personal space of other people.

### **Article 5 Social etiquette**

1. Be welcoming to new visitors and old friends alike.
2. Respect cultural differences that may arise in an environment where many nationalities are represented.
3. The board and the committees work hard to organise the activities, a helping hand especially with cleaning late at night is highly appreciated.
4. When an activity has a more serious character, please enter or leave quietly and save greetings and chitchat for a break.

# RULES OF PROCEDURE

SoSALSA

Version of the 16th of March, 2021

## **Preamble**

The members of SoSalsa, considering that the society needs clear rules and procedures to function well, feeling the need to clarify and specify these rules and procedures in more detail and referring to the by-laws ("Bl") and the Rules of Conduct ("RoC"), using their right to set rules by article 18, Bl, declare the Rules of Procedure to be the following:

# 1 Board

## Article 1 Composition

The board shall consist of at least five persons of which: president, secretary, treasurer, activity commissioner, and promotional commissioner. If the board sees the need they can also introduce a sixth board member, which can take the function of dance commissioner.

## Article 2 No-confidence

1. One or more board members are suspended or dismissed when the general members assembly passes a vote of no-confidence against those board members, requesting suspension or dismissal and stating the reasons, with the majority required by article 8, paragraph 3, Bl.
2. If board members are suspended, the inquiry committee referred to in article 19 shall conduct a research, presenting its findings to the general members assembly within the period stated in article 8, paragraph 4, Bl. The general members assembly will then decide on the dismissal of the concerned board members.
3. After dismissal of board members, filling the vacancies will be the first matter of discussion.

## Article 3 Succession

1. A board shall be elected every year, no later than in the last general members assembly before the start of summer holidays in the TU Delft's academic calendar. The names of the candidates shall be made known to all members at least two weeks before the election.
2. The board shall present a candidate board for the next year.
3. Any voting member can apply as a board candidate by writing to the board at least three weeks before the election. The board shall inform all members about the application procedure at least one month before the application deadline.
4. In the general members assembly of the election, all board candidates can present themselves before the election vote.
5. The board shall create and maintain written documentation of the knowledge relevant to their work and pass it all on to next board.
6. The board shall use the summer holidays to work with their successors to ensure a smooth transition.

7. The elected board shall be installed in the general members assembly, as soon as possible after the start of the academic year in the TU Delft's academic calendar. In exceptional circumstances, when it would be irresponsible or unreasonable to change the board, the general members assembly can decide to postpone the installation.
8. The board remains officially in charge until the elected board is installed in the general members assembly. Nevertheless they will give the elected board as much freedom as possible to begin their work from the start of the academic year in the TU Delft's academic calendar.

#### **Article 4 Information and justification**

1. The board shall present their policy and budget for the year in the general members assembly where they are installed. The budget and changed policy need approval of the general members assembly.
2. Any changes in policy or budget, as well as other far reaching decisions shall always be brought before the general members assembly.
3. The board shall inform the general members assembly regularly about the state of affairs, including activities, finances and their policy. The general members assembly can ask the board to justify their actions.
4. Anything that may harm the society, influence its functioning or risk its future shall be reported to the advisory committee as referred to in article 19 immediately and to the general members assembly as quickly as possible. In case of a significant budget overrun or any other financial problem, the financial audit committee as referred to in article 20 shall be informed.
5. The board will present an evaluation of the years affairs, including membership, activities, finances and their policy at the general members assembly they are discharged.

#### **Article 5 Delegation**

1. Any rights or powers given by the society's by-laws or rules cannot be delegated unless an explicit provision for that is given.
2. When work is delegated to members, these members work under direct control of the board, unless provided otherwise in the society's by-laws and rules.



## 2 Senate

### Article 6 Constitution

1. The senate consists of former board members approved by the general members assembly as such.
2. The moment board members are discharged, they are candidates for the senate.

## 3 Members

### Article 7 Acceptance requirements

1. The general members can decide on a minimum percentage of the members that must be students or employees of the TU Delft or other higher education institution in Delft. This percentage cannot violate any contractual obligations towards the TU Delft in this matter.
2. Any membership registration that will drop this percentage below the decided minimum will be postponed until that is not the case. Postponed registrations shall happen in the original order.

## 4 Honorary members

### Article 8 Constitution

1. Honorary members are those that are approved by the general members assembly as such.
2. The board can propose honorary members, providing a eulogy.
3. The general members assembly can decide on benefits for honorary members within the limits of the society's by-laws and rules.
4. Following paragraph 3, honorary members have the same rights and duties as the rest of the members, but benefit from the following perks:
  - (a) Not required to pay contribution fee
  - (b) Free entrance at any SoSalsa party\* (e.g. live band parties, F&F party, SoFestival parties\*\*)

\* When parties are done in collaboration with other organisations, entrance rules may be changed. In these cases, SoSalsa will try to secure free entrance for the honorary members by putting them on the guest list,

but this cannot be guaranteed.

\*\* This is only valid to the parties (e.g. does not include free entrance to events like the F&F day, SoFestival day program, etcetera).

## 5 Donors

### Article 9 Acceptance

Only former members that are not expelled from the society shall be accepted as donors.

## 6 General member assemblies

### Article 10 General

1. The chair is responsible for the orderly proceeding of the general members assembly and adherence to the rules. The powers provided in article 22 come solemnly to the chair of the general members assembly, any attendant subject to them can appeal to the general members assembly.
2. If less than ten voting members are present, or the majority of them is part of the board, the general members assembly shall be adjourned to be continued at a later time.
3. The board shall create and maintain a document containing all decisions taken by the general members assembly currently in effect.
4. The minutes shall be distributed to the members within two weeks after closing the general members assembly they concern.

### Article 11 Discussion

1. Only one persons can speak at any time. The chair decides who can speak, giving people fair and equal opportunity.
2. The chair can cut off a speaker if the speaker
  - (a) is off topic;
  - (b) makes no new point;
  - (c) or has spoken more than fifteen minutes on the matter and time is limited, in which case the chair shall consider postponing the topic.

3. The chair or the general members assembly can decide to postpone or dismiss any matter – except a motion of no-confidence.
4. The general members assembly can overrule any of the decisions of the chair referred to in paragraphs 2 and 3.
5. Interruptions are allowed for points of order or information only.

## **Article 12 Voting**

1. Voting members shall sign the attendance register before being allowed to vote.
2. Generally voting is done by show of hands.
3. When a vote is about persons or when the general members assembly requests so, the vote shall be by ballot.
4. A ballot vote shall be overseen by a voting committee, appointed by the chair, consisting of two or three voting members present, excluding the board, the chair or any persons subject to the vote. It will collect and count the votes and inform the general members assembly about the outcome. A ballot for which a majority of the voting committee cannot determine what vote was cast, is considered invalid.

## **Article 13 Topics and motions**

1. Voting members can bring forward topics for a general members assembly until one week before the notice deadline or until the notice is sent, whichever comes last. A topic brought forward in writing by at least three voting members must be added to that general members assembly's agenda.
2. A written motion on a topic on the agenda, brought forward before or during the general members assembly, that is supported by at least three voting members must be discussed.
3. The person to bring the topic or motion has the right to speak first on the matter.
4. If the supporters of a motion drop their support and no other voting members come forward to support it, meeting the threshold of paragraph 2, the motion can be dismissed.
5. Any voting member can propose an amendment to a motion. An amendment cannot be against the spirit of the original motion.

6. The vote will be from the most consequential amendment back to the original motion. If the original motion is rejected, so are the accepted amendments. The chair can decide to skip voting on amendments that are redundant because of an already accepted amendment.

## **Article 14 Suspension of rules**

The voting members present at the general members assembly can decide un-animously to suspend any of the rules in articles 11 paragraphs 1, 2 and 5, 12 and 13 for at most the duration of that general members assembly.

# **7 Committees and working groups**

## **Article 15 Constitution**

1. For structural delegation of work in the society, committees can be constituted.
2. A committee is constituted when the general members assembly approves a definition document stating at least:
  - (a) the committee name;
  - (b) its goal and scope;
  - (c) the means to achieve that goal;
  - (d) its expected tasks;
  - (e) its specific roles;
  - (f) provisions about succession and knowledge transfer.
3. Every committee shall have a president and – if money is involved – a treasurer.
4. The board has the power to appoint voting members as committee members and to discharge committee members. For the committees referred to in articles 19 and 20, this power comes solemnly to the general members assembly.
5. The board shall inform all members when it has a committee vacancy and give them the opportunity to apply for it. The board shall seriously consider the applicants before looking for other people and shall inform any rejected applicant about that decision.
6. Every committee shall create and maintain written documentation of the knowledge relevant to their work and pass it all on to successive committee members.

## Article 16 Relation to the board

1. The board is responsible for the committees and has the power to approve or reject their plans and give them binding instructions on their work and decisions. For the committees referred to in articles 19 and 20, this power comes solemnly to the general members assembly.
2. For every committee the board shall choose one of its members to be responsible for the committee, overseeing it and acting as the board's primary contact person. The responsible board member can also be member of the committee in any role. The treasurer will always be the board's primary contact person about financial matters.
3. When problems with the responsible board member prevents a committee from functioning properly, they shall inform the board about that. The board shall address this as quickly as possible.
4. When a committee member is not functioning well, the committee will inform the responsible board member about that. They shall try to improve this before considering discharging that committee member.
5. The responsible board member has the right to attend committee meetings, request minutes of meetings and request any other information from the committee.
6. The responsible board member shall keep the board informed about any relevant activities in the committee and shall keep the committee informed about anything in the society that may influence their work.
7. Any committee decisions about finances, third parties, scheduling, cooperation with other committees and any other matter that goes beyond the scope of the committee's regular activities and influence the rest of the society need to be approved by the board.
8. If a committee wants to involve other members of the society significantly in their activities, they need approval of the board. These members will work under direct control of the committee.
9. The committee will create a plan and budget for their activities for the year. The budget is negotiated with the treasurer and plan and budget need approval of the board. Committee plans and budgets shall be presented to the general members assembly.
10. The committee shall inform the responsible board member regularly about their activities and immediately about anything out of the ordinary or involving third parties. Any budget changes or overruns shall be reported to the treasurer immediately.

## **Article 17 Appreciation**

The board shall organise an activity every year exclusively for committee members as a reward for their efforts.

## **Article 18 Working groups**

1. For incidental delegation of work, the general members assembly can decide to constitute a working group. The articles 15 and 16 apply *mutatis mutandis* to working groups.
2. The definition referred to in paragraph 2 of article 15 doesn't have to be in writing, but shall contain any time limits as well as the expected output of the working group.
3. Usually the working group members are appointed at the same time the working group is constituted and provisions about succession don't apply.

# **8 Supervision of the board**

## **Article 19 Advisory and inquiry committee**

1. There shall be a committee for advise and inquiry to both the board and the general members assembly, consisting of members of the senate not in the board, having one member less than the board.
2. Every year candidates for the committee shall be proposed by the senate and approved by the general members assembly.
3. They can request a meeting with the board at three weeks notice.
4. The board or the general members assembly can request the committee for an advise or inquiry about any aspect of the society. In case of an inquiry the board and the committees are required to provide the committee with any of their documents or communication needed for their research in a timely manner.
5. If an inquiry might concern members of the committee, these members shall suspend their committee duties until the inquiry is finished.

## **Article 20 Financial audit committee**

1. There shall be a financial audit committee as referred to in article 14, paragraph 2, B1, consisting of two to four members not in the board.

2. Every year candidates for the committee shall be proposed by the board and approved by the general members assembly.
3. Apart from the information referred to in article 14, paragraph 3, B1, the board and the committees are required to provide them with any budgets, estimates or other documentation concerning the society's finances, needed for their research.
4. The committee can request an audit with the treasurer at three weeks notice.
5. The committee will audit the finances at least halfway through and at the end of the fiscal year.
6. If there are financial issues that might concern members of the committee, these members shall suspend their committee duties until the inquiry is finished.

## **9 Complaints, order and discipline**

### **Article 21 Complaints**

1. A formal complaint can be made to the board in writing, indicating it as such.
2. The board shall give a written reply within three weeks after receiving the complaint and address the issue if necessary.
3. The board shall mention received formal complaints in the general members assembly after they are received.

### **Article 22 Order**

1. The board shall preserve order at the activities of the society and its instructions shall be followed.
2. When it comes to disorderly behaviour, the rules in section 1, RoC shall be guiding. The board shall inform attendants about additional rules that apply.
3. Any violations of rules or disorderly behaviour shall be resolved by peaceful means or warning, or when these fail by
  - (a) denying a person access;
  - (b) or ordering a person to leave;
  - (c) or handing a person over to local authorities.

4. The previous paragraphs apply mutatis mutandis to any committee or chair that is responsible for an activity.

## **Article 23 Disciplinary measures**

1. The board is authorised to take any of the following disciplinary measures against members that violate the rules or harm the society:
  - (a) a reprimand;
  - (b) or discharge from some or all active duties in the society;
  - (c) or expulsion from the society.
2. If the board is considering expulsion, when direct investigation by the board would cause a conflict of interest or when they see fit, the board shall request the inquiry committee referred to in article 19 to do a research. The board shall postpone its decision, but can suspend the concerned member from any active duties, pending the report.
3. Any disciplinary decision shall be given in writing to the person and shall contain:
  - (a) the action(s) the decision is based on and how they violated the rules or harmed the society;
  - (b) if the severity of the violation and/or harm to the society is considered minor, serious or severe;
  - (c) if the intention of the violation and/or harm was considered negligence, recklessness or willingness;
  - (d) influence of prior disciplinary decisions against the concerned person;
  - (e) the decision taken;
  - (f) the procedure to appeal the decision.
4. The appeal procedure of article 5 paragraph 4, B1 applies to any disciplinary decision.
5. In case of appeal, the inquiry committee referred to in article 19 will research the matter – if not done already – and present their findings during the general members assembly where the appeal is discussed.

## **10 External communication and branding**

### **Article 24 Notification of board change**

When a new board is installed, they shall inform fellow student societies, sponsors and other relations about the new board members, their functions and ways to contact them.



## **Article 25 Branding guidelines**

1. There shall be branding guidelines documenting logo's, graphics and style guidelines for the society's communication and merchandise.
2. The board shall make these guidelines known to the committees.
3. There shall be a committee maintaining the guidelines and overseeing their use in the society.
4. Any changes to the guidelines shall be approved by the general members assembly.

## **Article 26 Third parties**

The relationship with third parties is coordinated by the board. They shall be careful to preserve them and prevent conflicts of interest. Any contact with third parties by other members must have the board's consent.

# **11 Finance and legal**

## **Article 27 Budget approval**

1. The society's budget and any changes to it must be approved by the general members assembly.
2. Any investments and long-term commitments above an amount decided by the general members assembly need approval of the general members assembly.
3. Any committee or activity budget over an amount decided by the general members assembly needs approval of the general members assembly.
4. When a topic for the general members assembly concerns one of the previous paragraphs, this must be indicated on the notice for that general members assembly.

## **Article 28 Budget requirements**

1. All budgets shall include expected income and expenses.
2. All budgets must have realistic estimates, based in previous years, quotes or other evidence. Any uncertainties and their possible effects must be stated clearly.

3. Any promised money by third parties can only be included in a budget when a contract is signed.
4. The society's budget shall include unforeseen expenses. This budget needs to be approved as defined in article 27, paragraph 1.
5. As a guideline, all budgets for activities should include ten percent unforeseen expenses. The exact number is up to the discretion of the board.

### **Article 29 Administration**

1. Contracts, receipts, invoices and other legal or financial records shall be kept for at least seven years.
2. Every sale, purchase or other financial transaction needs a written record.

### **Article 30 Cash**

1. The treasurer will provide portable safe box to keep cash, that is practical enough to be used during activities.
2. The amount of money shall be counted before and after activities, a written record shall be kept.
3. The money box shall not contain more than a maximum amount decided by the general members assembly. Any excess money shall be deposited at the bank.
4. Any indication of theft shall be reported to the financial audit committee as referred to in article 20 immediately and shall be on the agenda of the next general members assembly.

### **Article 31 Expenses and compensation**

1. Expenses made for the society will be reimbursed after a receipt or invoice is given to the treasurer. This has to be done within a month after the purchase.
2. Work done by the members for the society may be compensated based on the hospitality guidelines, with a maximum compensation of the maximum voluntary compensation set by the Dutch tax authorities. The hospitality guidelines can be found as a separate document.

## **Article 32 Contracts**

1. All contracts must be signed by at least the treasurer and only after they have been read by at least one more board member.
2. An assessment of any risks, financial or otherwise, must be made before a contract is signed.
3. Every cooperation with a third party shall have a written agreement indicating clearly the expected efforts and responsibilities. In case of financial involvement, the agreement must be a signed contract.

## **12 SoSalsa houses**

### **Article 33 Constitution**

A house can be named a SoSalsa house when at least 50 percent or more of the residents are stated member of SoSalsa. The house should have at least two residents.

### **Article 34 Foundation**

1. Every house that wants to be recognized as SoSalsa house should make themselves known at the beginning of the year during a GMA. Its status would last for one year unless renewed.
2. The houses should announce their will of becoming a SoSalsa house at least two weeks prior to the GMA to the board. The board will check if the house satisfies all the requirements of being stated a SoSalsa house.

### **Article 35 Benefits**

1. SoSalsa houses will be mentioned in the yearbook. The yearbook committee will make a secluded page for SoSalsa houses. This page should at least include the names of the houses and the members living in the houses.
2. Non-members who live in a SoSalsa house will get a discount to the parties of SoSalsa to the value of 3 euros.
3. Every SoSalsa house will be inaugurated during a GMA.

# HOSPITALITY GUIDELINES

SoSALSA

Version of the 20th of May, 2021

## Hospitality guidelines

*As a reference from art. 31 par. 2 of the by-laws*

### Members

The following hospitality guidelines are accepted as a reward for dedication of members from SoSalsa that help the society in the ways specified below:

- I. All the honourable work committees do for the society will be rewarded by giving the committee members a committee thank you activity at the end of the academic year, organised by the board.
- II. Workshop givers will receive one drink<sup>1</sup> at the event where they give the workshop. The treasurer of SoSalsa will keep track of this.
- III. DJ's will be rewarded with one drink<sup>1</sup> when they play at a monthly 'borrel', two drinks<sup>1</sup> at a party, which they will receive during that same event. The treasurer of SoSalsa will keep track of this.
- IV. Photographers will be rewarded with one drink<sup>1</sup> at a 'borrel', two drinks<sup>1</sup> at a party, which they will receive during that same event. The treasurer of SoSalsa will keep track of this.
- V. Workshop givers that give workshops externally, build up credit over the year that is equal to the hours of workshops given, multiplied by a consistent amount in line with the maximum voluntary compensation set by the Dutch tax authorities. The amount shall stay consistent for the entire academic year. This credit can be exchanged for a gift(card) at the end of the academic year. Travel allowance can be asked for separately through the treasurer of SoSalsa. The secretary of the board keeps track of the credit of each workshop giver and is together with the treasurer responsible for issuing the gift(cards) at the end of the academic year.
- VI. Show assistants will be rewarded by the show group by means of a present/presents. The board sets the amount of money reserved for this present and is responsible for giving the present(s).
- VII. Workshop givers, photographers, DJ's and show teams will be granted free entrance at the paid parties they perform in/during which they work.<sup>2</sup> (e.g.Live Band Party, friends and family day party, SoFestival parties<sup>3</sup>).
- VIII. Teachers may be compensated with a maximum compensation of the maximum voluntary compensation set by the Dutch tax authorities.

### Non-Members

The following hospitality guidelines are accepted as a reward for the work, in addition to their fee, of external parties that help the society in the ways specified below<sup>4</sup>:

- I. Workshop givers will receive one drink<sup>1</sup> at the event where they give the workshop. The treasurer of SoSalsa will keep track of this.
- II. DJ's will be rewarded with one drink<sup>1</sup> when they play at a monthly 'borrel', two drinks<sup>1</sup> at a party, which they will receive during that same event. The treasurer of SoSalsa will keep track of this.
- III. Photographers will be rewarded with one drink<sup>1</sup> at a 'borrel', two drinks<sup>1</sup> at a party, which they will receive during that same event. The treasurer of SoSalsa will keep track of this.
- IV. Show assistants will be rewarded by the show group by means of a present/presents. The board sets the amount of money reserved for this present and is responsible for giving the present(s).
- V. Workshop givers, photographers, DJ's and show teams will be granted free entrance at the paid parties they perform in/during which they work.<sup>2</sup> (e.g. Live Band Party, friends and family day party, SoFestival parties<sup>3</sup>).

<sup>1</sup> Each drink has a maximum price equivalent of one hour of compensation stated in art. 31 par. 2 of the by-laws.

<sup>2</sup> When parties are done in collaboration with other organisations, entrance rules may be changed. In these cases, SoSalsa will try to secure free entrance for the performing members by putting them on a guest list. However, this cannot be guaranteed.

<sup>3</sup> This is only valid for parties. (e.g. does not include free entrance to events like the friends and family day, SoFestival day program, etcetera).

<sup>4</sup> Unless the hospitality guidelines are explicitly mentioned and embedded in their contract/invoice.