

Statutes G.S.M.G. Bragi



Founded 26 april 1882

[Established in Groningen 24 October 2023]

Name/duration.

Article 1.

The association is named: GRONINGER STUDENTEN MUZIEKGEZELSCHAP BRAGI (The Groningen Student Music Society Bragi).

It was founded on the twenty-sixth of April, eighteen hundred and eighty-two, and entered into for an indefinite period.

The motto of the association is: Emollit mores, nec sinit esse feros.

Registered office.

Article 2.

Its registered office is located in the municipality of Groningen.

Purpose.

Article 3.

1. The association aims to promote the musical development of its members.
2. This goal is pursued by rehearsing musical works in various settings and performing them.

Members.

Article 4.

1. The association primarily focuses on the student community of the University of Groningen and Hanze University of Applied Sciences in Groningen. The association has regular members and honorary members.
2. Regular members can be natural persons enrolled as students at the University of Groningen or an institution for higher professional education in Groningen, with the understanding that, after completing their studies, they can remain a member until the age of thirty (30). In special cases, as described in the internal regulations, the board may grant exemptions of the previous sentence. Those undergoing a musical vocational training can only be accepted as members if, with the instrument on which they receive instruction as part of the mentioned vocational training, they do not exclude amateurs due to overcapacity; the same applies to vocal students.
3. Honorary members can be individuals who have made outstanding contributions to the association and are not regular members. Honorary members are not considered regular members within the meaning of these articles and/or the regulations of the association. They are appointed upon the recommendation of the board by a decision of the general meeting with a majority of at least two-thirds of the valid votes cast.
4. Membership in the association terminates:
 - a. upon the death of the member;

- b. at the end of the association year in which the respective regular member no longer meets the age requirement as referred to in paragraph 2 of this Article, if no exemption has been granted;
- c. by resignation by the member. The dates on which resignations can be made are determined annually by the general meeting;
- d. by termination on behalf of the association;
- e. by expulsion. This can be pronounced in cases mentioned in the law. A decision for expulsion can be made by the general meeting with a majority of at least two-thirds of the votes cast.

General Members Meeting (GMM).

Article 5.

1. At least twice a year, a General Members Meeting shall be held. Furthermore, GMM may be convened by the board when it deems it necessary, or within 14 days after a request from:
 - a. at least one-tenth of the voting members;
 - b. one of the committees mentioned in the law, the statutes of the association or the internal regulations;
 - c. the GMM when it decides that another meeting should take place within a certain period,
2.
 - a. Honorary members, regular members not under suspension, and conductors have access to the GMM. Suspended members have access to the GMM in which their suspension is discussed.
 - b. Honorary members have an advisory vote on all matters. Each regular member not under suspension has one vote. Conductors have an advisory vote,
3.
 - a. The call for a meeting, including the provisional agenda of the GMM and all additional documentation required for that meeting, must be provided to the members at least ten days before the meeting.
 - b. In urgent cases, the aforementioned period in article 3.a. can be reduced to three days.
4. The board is obliged to include proposals on the agenda from:
 - a. at least one-tenth of the voting members;
 - b. one of the committees mentioned in the law, the articles of the association, or the internal regulations;
 - c. the GMM when it decides that a specific point must be addressed at the next GMM.
5. Any member entitled to vote has the right to submit amendments and motions during the GMM.

6. A GMM can only make valid decisions if both of the following requirements are met:
 - a. at least one-sixth of the voting members are present or represented; and
 - b. of all those members with voting rights, present and represented, no more than half are members of the board;
7. Decisions on the following topics can only be made if they are specified in the call for the GMM:
 - a. obligations of the association towards third parties;
 - b. obligations of the members;
 - c. amendments of the statutes or regulations;
 - d. the appointment of board members;
 - e. the dissolution of the association;
8. A decision conflicting with a decision made by the GMM during the same fiscal year can only be made with a majority of two-thirds of the valid votes cast.
9. The GMM appoints conductors upon the recommendation of a committee established by it.
10.
 - a. The GMM can make decisions by acclamation or by voting upon matters.
 - b. Votes on individuals are conducted in writing and anonymously. Other votes are conducted in writing when a voting member wishes.
 - c. Invalid or blank votes are considered not to have been cast.
11. A voting member can participate in a vote by proxy. Authorization is given through a written statement in which the principal (the one granting the proxy) specifies the name of the proxy, who is also a voting member. A voting member may cast votes by proxy for up to two other voting members.
12.
 - a. During a vote on a proposal, voting members can express themselves in favour or against the proposal or abstain from voting.
 - b. A proposal is only accepted if the required majority of votes has been cast in favour of the proposal.
 - c. In case of a tie, a re-vote takes place. If the votes are still tied in the re-vote, the proposal will be voted on again at the next GMM.

13.

- a. During a vote in which a choice must be made among several mutually exclusive alternatives (proposal or candidates), the following procedure may be repeatedly followed as long as the number of alternatives is greater than two.
For each alternative, it is determined individually how many voting members find it acceptable. In a written vote, the votes for all alternatives by each voting member are recorded on one ballot. The alternatives with the fewest supporters are eliminated unless, in that case, fewer than two alternatives remain. In the latter case, a random selection determines which of the alternatives with the fewest supporters will be eliminated. If, during a vote on individuals, a candidate withdraws, a subsequent vote is held among the remaining candidates.
- b. In a choice between two alternatives, the chairperson formulates a proposal to accept one alternative and reject the other. Regarding the vote on this proposal, the provisions of paragraphs 12 and 13 sub a are applicable by analogy.

Board.

Article 6.

1. The board of the association consists of at least five persons, including a chairman, a secretary and a treasurer.
2.
 - a. The board is appointed by the GMM from the regular members for the period of one year. Board members may be re-appointed.
 - b. Members of the board must be students enrolled at the University of Groningen or the Hanze University of Applied Sciences in Groningen.
3. Board members can be dismissed by the GMM. A decision to that effect must be approved by a majority of at least two-thirds of the total number of valid votes cast.
4. The board, with the approval of the GMM, is authorised to take decisions on contractual purchases, on estrangements and encumbrances of registered properties and for contracts whereby the society is liable as a warrantor or is the main debtor, or they support a third party or stand as guarantor for a third party. Without approval, third parties may appeal or be appealed against.
5. The board also requires the approval of the GMM for decisions concerning:
 1. undertaking legal transactions and making investments exceeding three percent (3%) of the total budget, notwithstanding the provision set forth under 2 below;

2.
 - a. renting, leasing, and otherwise using or having recourse to use real estate;
 - b. entering into agreements whereby the association is granted a bank credit;
 - c. lending and borrowing money, excluding the use of a bank credit granted to the association;
 - d. entering into settlements;
 - e. legal actions, including arbitration proceedings, but excluding the taking of provisional measures and those legal actions that cannot be delayed;
 - f. concluding and amending employment contracts.

The absence of this approval cannot be invoked by or against third parties.

6. Notwithstanding the provision in the last sentence of clause 4, the association is represented in and out of court by:
 - a. either the board;
 - b. or by the chairman together with the secretary or together with the treasurer.

7. A board member does not participate in the deliberation and decision-making if the concerned board members has a direct or indirect personal interest that conflicts with the interest of the association and the affiliated organisation.

If this situation prevents a board decision, the decision will be made by the general meeting of members.

8. In the event of absence or incapacity of one or more board members, the remaining board member(s) are entrusted with the entire board's responsibilities.

In the event of absence or incapacity of all board members, or of the sole board member, the association will be temporarily managed by a person appointed for this purpose by the GMM each time.

Under these articles, incapacity is understood to mean, in any case:

- a. the board member being unreachable for a period of more than seven days due to illness or other causes; or
- b. the board member being suspended

Money.

Article 7.

1. The income of the association consists of:
 - a. membership fees from regular members;
 - b. bequests and legacies;

- c. gifts;
 - d. donations;
 - e. other assets.
2. The amount of contribution from regular members, as well as the period over which these contributions are due, is determined annually by the GMM.
 3. The fiscal year of the association runs from the first of August to the first of August of the following year.

Rules.

Article 8.

1. The GMM establishes internal regulations to further regulate the organisation and structure of the association, as well as the obligations that a member has towards the association. A decision to amend the internal regulations requires at least two-thirds of the votes cast.
2. A decision to amend the statutes can be made at the GMM with at least two-thirds of the votes cast.

End.

Article 9.

1. A decision to dissolve the association is made by the GMM. This decision requires a majority of at least two-thirds of the total number of voting members. In the absence of this number, a decision to dissolve can be made at the next GMM, with a majority of at least two-thirds of the votes cast.
2. In the event of dissolution, the general meeting of members determines the destination of any surplus funds.

Article 10.

In all cases not provided for by the articles or internal regulations, the GMM shall decide.