



VERENIGING
NEDERLANDS
CABINEPERSONEEL



STATUTES

Continuous text of the charter of the Vereniging Nederlands Cabinepersoneel VNC following the amendment to the charter dated 19 September 2018, executed before A.J. Kolhoff, civil-law notary practising in Amsterdam.

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Name and Seat

»» ARTICLE 1.1

The association emanates from the 'Vereniging van KLM Cabinepersoneel', which was incorporated on twenty-six August nineteen hundred and forty-six (26-08-1946) under the name 'Vereniging van KLM Pursers en Hofmeesters', and approved by Royal Decree number 54 of fourteen September nineteen hundred and seventy-two (14-09-1972), bearing the following name since seventeen June two thousand and fifteen (17-06-2015):

VERENIGING NEDERLANDS CABINEPERSONEEL VNC, hereinafter referred to as 'VNC'.

Its registered office is in Amstelveen.

Association year

»» ARTICLE 1.2

The association's year runs from one January to thirty-one December.

Objects and resources

»» ARTICLE 1.3

The objects of VNC are to represent the personal and group interests of its members. It aims to achieve its objects in a legal manner by:

- a. holding meetings;
- b. acting as a party in negotiations with airline companies on the employment conditions of the cabin crew employed by these companies;
- c. promoting aviation safety by furthering and emphasising the professionalism of the cabin crew profession;
- d. preventing acts that could damage the reputation of cabin crew;
- e. providing assistance to VNC members (as referred to in Article 2.1 of the Charter) and their surviving relatives in the event of long-term illness, disability, death and excessive unforeseen financial loss, this to be determined at the discretion of the Committee;

- f. maintaining contacts with companies that employ cabin crew and discussing with them the interests of the members;
- g. publishing documents, the substance of which reflects the objects of VNC;
- h. liaising and/or collaborating with institutions with similar objects in the Netherlands and abroad;
- i. providing expert information, education and training to the members;
- j. and all other legal means that may be conducive to realising these objects.

Collective Labour agreements

>> ARTICLE 1.4

VNC is authorised to enter into Collective Labour agreements. Collective Labour agreements are subject to the approval of the competent body within a section in accordance with Article 5.3. This article also applies to any changes in and termination of Collective Labour agreements entered into by VNC.

Members

»» ARTICLE 2.1

1. Any person who is a cabin crew member and who is employed as such by a civil airline company that is accepted by VNC may be a VNC member. VNC has:
 - a. ordinary members,
 - b. honorary members,
 - c. members of merit,
 - d. associate members,
 - e. contributors.
2. Unless expressly indicated otherwise, where this Charter refers to members, this should only be taken to mean ordinary members.
3. Any person who is a cabin crew member and is employed as such, or is employed as a cabin crew member under different conditions, as well as any person who is a cabin crew member, but is temporarily not professionally active, may become a VNC member.
4. All members fall within a section. A VNC section consists of a group of members who either fall under the same Collective Labour agreement or belong to the same airline company.
5. Special members:
 - a. Honorary members are those who on the proposal of the Committee have been appointed as such by the general meeting of members for their outstanding services to VNC.
 - b. Members of merit are those who on the proposal of the Section Committee have been appointed as such by the Committee for their exceptional contribution to VNC's work.
 - c. An honorary member and/or member of merit may be deprived of his title and the associated rights at all times by the body which appointed him.
6. Associate members are those who are either in training to become cabin crew members or who are employed as cabin crew members by a civil airline company that is not yet accepted by VNC. Associate members pay an annual amount as determined by the general meeting of members. The associate membership will be converted into an ordinary membership once the requirements set out in the opening lines and the third paragraph of this article are met.

7. Contributors are those who pay an annual amount that is at least equal to the amount determined annually by the general meeting of members. However, if a contributor also qualifies to become a VNC member, the contributed amount must at least be equal to the amount of the membership fee owed by members.

Admission

»» ARTICLE 2.2

1. The application for admission as an ordinary member of VNC must be addressed to the Committee in writing. The Committee may refuse admission. The Committee will notify the person concerned of this refusal in writing, stating the reasons for it. The person concerned may appeal against this decision in accordance with the provisions of Article 2.6 of this Charter.
2. The Committee will notify any person who has been accepted as a VNC member in writing.
3. The membership commences on the date of the notification as referred to in paragraph 2 of this article.
4. Any changes in civil status, address or employment location must be reported to the administrative office of VNC as soon as possible.

Rights and obligations

»» ARTICLE 2.3

1. Upon admission, each member will receive a copy of the Charter. He is deemed to be aware of all provisions mentioned therein.
2. Members have the right to attend and/or vote at those meetings applicable to them as determined in the Charter.
3. Members may be elected for any position as set out and in accordance with the Charter.
4. Members are obliged to observe the VNC Charter, as well as any agreements and arrangements concluded by VNC on behalf of the members.
5. Members are obliged to abide by the adopted resolutions and to act accordingly.
6. Members may use the facilities associated with their membership, with the exception of the right to legal assistance, which at all times is to be determined at the discretion of the Committee. This right

may only be exercised if a member joined VNC within two months of the commencement date of employment. If a member joined VNC at a later stage or rejoins VNC, there is a waiting period of six months. Only matters arising after the waiting period can be dealt with.

Membership fee and other contributions

»» ARTICLE 2.4

1. Members are obliged to pay the membership fee. The membership fee and the contribution from associate members and contributors are determined by the general meeting of members on the proposal of the Committee.
2. The obligation to pay the membership fee commences on the first day of the month following the effective date of the membership. The Committee will send one written payment reminder to the members who default in paying their membership fees.
3. In exceptional cases, the Committee may grant a deferment of payment upon written request.
4. Unless exempted by the Committee, members must authorise their employer to deduct the membership fees owed by them from their salary and to pay these fees to VNC and furthermore to provide VNC with any personal details that are necessary for the membership records.
5. The Section Committee is entitled to a maximum of two days' leave per section member per year to carry out activities for VNC. If activities for VNC are carried out during the spare time of section members, the Section Committee will account for the number of days that were needed, the manner in which the days will be offset and the activities carried out on these days at the section meeting or the members' council meeting.
6. Honorary members who, by reason of their capacity as referred to in Article 2.1 of this Charter, are also members, will be released from the obligation to pay the membership fee. With due observance of the provisions set out in the preceding sentence, honorary members and members of merit retain all rights and obligations of the membership in accordance with the Charter while at the same time they are also members.
7. Those who, for whatever reason, cease to be members of VNC will under no circumstances have the right to claim reimbursement of any membership or other fees paid.

Termination of membership

»» ARTICLE 2.5

1. The membership terminates:
 - a. upon death;
 - b. by termination by the member, to be given in writing to the Committee. Provided that the Committee receives notice of termination before 1 June or 1 December respectively, the membership will terminate on the subsequent 1 July or 1 January respectively;
 - c. by termination on the part of VNC, given in writing by the Committee;
 - d. by expulsion from the membership, effected in writing by the Committee.
2. In the cases referred to in points c and d, the membership will terminate on the date specified in the Committee's notice. The Committee may determine that the membership fee for the current year will be reduced in proportion to the number of months left before the end of the current VNC year.
3. The Committee has the right to terminate the membership of a member:
 - a. if a member no longer has the capacity as referred to in paragraphs 3 and 6 of Article 2.1;
 - b. if VNC cannot reasonably be expected to continue the membership.
4. The administrative processing of the termination of memberships as set out above fulfils the requirement of a written notice of termination.
5. The Committee has the right to expel a member from membership in the event of:
 - a. non-payment of the fees owed to VNC;
 - b. acts contrary to the Charter or resolutions of VNC, or to any agreements to which VNC is a party, or if the member in general causes unreasonable harm to VNC.
6. The rights and obligations arising from the Collective Labour agreements entered into by VNC will remain in force after losing membership, subject to the provisions of Section 10(2) of the Dutch Collective Agreements Act (*Wet op de collectieve arbeidsovereenkomsten*).

Right of appeal

»» ARTICLE 2.6

1. Any person whose application for admission as a member has been refused by the Committee, or any member who is removed from the membership register by the Committee, pursuant to Article 2.5(1) (c) and (d), has the right to appeal against this decision.
2. The appeal referred to in paragraph 1 of this article must be lodged with the Committee in writing within one month after the person has been notified of the relevant decision. The Committee will immediately submit the matter to an appeals committee, which will be set up for each particular case.
3. An appeals committee consists of three members: one member to be appointed by the Committee, one member to be appointed by the person lodging the appeal and one member to be appointed by the two persons so appointed. Members of the appeals committee need not be VNC members.
4. If the two appointed persons fail to reach an agreement in accordance with paragraph 3 of this article, any of the interested parties may request the Subdistrict Court in Amsterdam to appoint a third committee member.
5. The committee takes a decision only after having heard the parties, no later than four months after the final member of the committee is appointed. The committee will make its decision in good faith and all reasonableness. Its decision is binding.
6. The committee may extend the aforementioned four-month period once by a maximum of four months and will determine its own procedure.

Liability of the members

»» ARTICLE 2.7

Any financial liability of the members for commitments entered into by VNC is excluded and therefore the members are in no way financially liable for its obligations or deficits, whether during the existence of VNC or after its dissolution.

Composition

»» ARTICLE 3.1

1. The Committee consists of a chairman, a general secretary and a treasurer, supplemented by a maximum of two committee members per respective Section Committee. The Committee elects a chairman and a vice-chairman from among its members for a period of four (4) years.
2. Per section at least one Section Committee member will hold a seat on the Committee.
3. The chairman, the general secretary, the treasurer and a member of the Committee appointed by the Committee make up the Executive Committee of the Committee.

Duties of the Committee

»» ARTICLE 3.2

1. The Committee is charged with the general management of VNC.

The Committee, under the supervision of the general meeting of members, is charged with the general cross-section management of VNC, the coordination of the sections and the management of the financial resources.

2. The Committee represents VNC in accordance with Book 2, Section 45 of the Dutch Civil Code and ensures compliance with the Charter.
3. The Executive Committee conducts the day-to-day management of VNC, fulfils a preparatory role in policymaking and an executive role within the scope defined by the Committee.
4. The Committee meets as often as the chairman deems necessary or if two committee members make such a request in writing to the chairman.
5. The duties of the Committee include:
 - a. admitting members in accordance with the provisions of Article 2.2 of the Charter;
 - b. handling all VNC matters, with the exception of those matters that must be handled by the Members' Council, the section meeting or the general meeting of members;
 - c. managing the assets of VNC and effectively investing the monies that are not needed for daily expenses;

- d. annually submitting a budget, accompanied if necessary by a proposal for determining the amount of the membership fee and the contribution from contributors and associate members;
 - e. convening the general meeting of members;
 - f. annually providing a report on the position of VNC and a financial report for the past financial year;
 - g. ensuring good communication with the members;
 - h. ensuring continuity and the succession of the respective management positions on the Committee, preferably by the members as set out in the opening lines of Article 2.1.
6. The Committee will keep the accounts of VNC (either digitally or on paper), or have them kept, in a responsible manner so that any registers, letters, copies, books and minutes between the Committee and the members may serve as full evidence; this will be done insofar as the confidential nature of these documents so permits in the opinion of the Committee.
7. The Committee represents the association.

The power to represent the association is also vested in the chairman, or the person replacing him, acting jointly with the treasurer, or the person replacing him.

Powers of the Committee

»» ARTICLE 3.3

1. The Committee is authorised to perform legal acts within the meaning of Book 2, Section 44 of the Dutch Civil Code, under the conditions prescribed in paragraph 3 of this article.
2. The Committee may only adopt resolutions if at least half of the committee members are present. Committee resolutions are adopted by a simple majority of the votes cast, unless one of the committee members, supported by another Committee member, requests weighted voting. The section in question is then entitled to cast one vote per every thousand section members of that section, plus one vote for any number of surplus members of that section under one thousand. In the event of a tie vote, the chairman, or the person replacing him, casts the deciding vote.
3. The following committee resolutions require the prior approval of the general meeting of members:
 - a. entering into agreements to acquire, dispose of or encumber property subject to registration and entering into agreements by which VNC binds itself as surety or as joint and several debtor, warrants performance by a third party or provides security for the debt of a third party. This requirement also applies to the representative power to perform the above-mentioned legal acts;

- b. acting in partnership with other organisations, whether or not in a federative alliance, and discontinuing this partnership;
 - c. joining or cancelling membership of a trade union or a federation of trade unions;
 - d. adopting a resolution declaring a company's adherence to the requirements specified in the opening lines of Article 2.1.1 of the Charter and thereby accepting it as a section of VNC;
 - e. changing the frequency of Members' Council meetings, section meetings or general meetings of members;
 - f. making interim changes to the number or the prevailing distribution of Members' Council seats;
 - g. any resolution to abolish a section or to no longer let it be part of VNC;
 - h. changing the membership fee.
4. Imposing measures that restrict or prevent the work of all members or one or more particular groups of members requires the prior approval of the relevant members, with due observance of Article 4.3.4. This prior approval of the members must be granted by a two-thirds majority vote and may be obtained by means of a members' consultation to be organised by the Committee or by means of an extraordinary general meeting of members or a section meeting, to be convened for that purpose.
 5. In urgent circumstances, the Committee is authorised to impose measures that restrict the work of one or more sections, insofar as such measures are the result of decisions of organisations of which VNC is a member, such as *besmet werkverklaringen*,¹ and subject to the obligation to inform the relevant Section Committee(s) of these measures as soon as possible.
 6. With respect to the exercise of its powers as referred to in paragraph 1 of this article and insofar as the approval in accordance with paragraph 3 is not already required, the Committee is accountable to the general meeting of members.
 7. The Committee may consult one or more advisors.
 8. The Committee may appoint committees or working groups of members and assign them duties. If any of such duties already fall under the responsibility of a Committee member, this Committee member will act as chairman of the committee concerned.

1 Refers to trade unions designating the work of a struck employer as 'black work', in order to gain the solidarity of employees of other employers, thereby trying to prevent that the work is carried out by them.

9. The Committee may employ and dismiss staff. The Committee will ensure that each member of staff is offered an employment contract, in which the terms of employment are set out.
10. The Committee may have certain work carried out by third parties, settle the fee to be paid for this work and provide any instructions.
11. a. The Committee may delegate powers to a committee member and revoke any such delegation.
b. The Committee may appoint persons to a body of third parties and assign to such persons the powers relating thereto (in accordance with Article 3.11.a).
c. The Committee may at any time suspend such persons or reverse the appointment and revoke their powers.
12. The members of the Committee are entitled to attend all members' meetings or committee meetings of the various VNC sections.

Election/appointment of Committee members

»» ARTICLE 3.4

1. Only Section Committee members may be elected as members of the VNC Committee.
2. Candidates are members who are nominated in writing by the Section Committee and who have expressed their willingness in writing to accept a possible appointment.
3. The Committee must receive the nomination together with the declaration of willingness no later than twenty-one days prior to the expiry of the term of the sitting Committee member.
4. The general secretary and the treasurer are elected to their positions by the Section Committees. When electing the above-mentioned committee members, the Section Committees are entitled to cast one vote per every thousand section members of the relevant section, plus one vote for any number of surplus members of the relevant section under one thousand.
5. The members of the Committee referred to in the first paragraph of Article 3.1 will be elected for a term of four years.
6. If the committee membership, as referred to in this article, ends before the end of the term, the Section Committee will appoint a deputy from among its members until a successor takes up his duties.

Retirement/suspension of Committee members

»» ARTICLE 3.5

1. The Committee will draw up a retirement schedule, listing the names of the elected sitting committee members and the year and month of their retirement.
2. If the elected Committee members, or the majority of them, wish to retire voluntarily at the end of a term of office, the Committee members in question will give notice of this to the Executive Committee, where possible at least six months in advance, and the Executive Committee will ensure that the Committee and the sections are informed accordingly in good time.
3. If an elected committee member retires early, a new committee member will be elected in accordance with Article 3.4. The term of office of the person so elected will end upon the expiry of that of the retired committee member.
4. The Committee will retain its powers if the provisions of Article 3.1 are no longer met due to the early retirement of a committee member. The Committee will then take steps to fill the vacancy on the Committee as soon as reasonably possible.
5. The members of the Committee referred to in Article 3.4.4 may at any time be suspended or removed from office by the body that elected them, with due observance of the same formalities as those applicable to the election.

Composition

»» ARTICLE 4.1

1. The Section Committees are charged with the management of the respective sections within VNC.
2. A Section Committee consists of a chairman, a vice-chairman and a secretary, supplemented either by at least one committee member per every two thousand members or, if so desired, by a maximum of one committee member per every thousand section members or any number of members of the relevant section under one thousand, unless the Committee decides otherwise.

Duties of the Section Committee

»» ARTICLE 4.2

1. The Section Committee, under the supervision of the Members' Council or the section meeting, is charged with the management of its section.
2. The Section Committee meets as often as the chairman deems necessary or if two committee members ask the chairman to convene a meeting.
3. The duties of the Section Committee include managing the section and ensuring compliance with the Charter.
4. The Section Committee will establish a division of duties within the committee in a responsible manner and with due observance of Article 4.1, and will ensure continuity and the succession of the respective management positions on the Section Committee.
5. The duties of the Section Committee also include the convening of the Members' Council meetings or the section meetings.
6. The Section Committee will keep the accounts of the section, or have them kept in a responsible manner, so that any registers, letters, copies, books and minutes between the Section Committee and the members may serve as full evidence, insofar as the confidential nature of these documents so permits in the opinion of the Section Committee.
7. The Section Committee's chairman or his deputies will sign all documents connecting VNC and the section that are issued by the Section Committee.

Powers of the Section Committee

»» ARTICLE 4.3

1. The Section Committee has primary responsibility for the policy to be pursued within the section. The Section Committee is ultimately accountable to the Committee.
2. The Section Committee may only adopt resolutions if at least half of the committee members are present. Section Committee resolutions are adopted by a simple majority of the votes cast. In the event of a tie vote, the chairman, or the person replacing him, casts the deciding vote.
3. The Section Committee requires the prior approval of the Members' Council or the section meeting for committee resolutions applicable within that particular section that relate to:
 - a. entering into or amending Collective Labour agreements and/or arrangements and agreements covering subjects that are typical of Collective Labour agreements and agreements and/or intentions that may directly or indirectly influence the employment of cabin crew;
 - b. imposing measures that restrict or prevent the work of the section members, in accordance with the provisions of Article 3.3.4;
 - c. imposing measures that restrict the work of the section members, such as *besmet werkverklaringen*, insofar as such measures are the result of decisions of organisations of which VNC is a member.
4. In urgent circumstances and unless provided otherwise, the Section Committee will be authorised to depart from all arrangements and agreements listed in paragraph 3(a) of this article and from the provisions of paragraph 3(c) of this same article, subject to the obligation to inform the Members' Council or the section meeting thereof as soon as possible.
5. With respect to the exercise of its powers, the Section Committee is accountable to the Members' Council or the section meeting, insofar as the approval in accordance with paragraph 3 is not already required.
6. The Section Committee may consult one or more advisors, in consultation with the Committee.
7. a. The Section Committee may appoint committees or working groups of members and assign them duties. If any of these duties already fall under the responsibility of a Section Committee member, this Section Committee member will act as chairman of the committee concerned.
 b. The Section Committee may suspend members from a committee or working group that it has set up or reverse the appointment and/or abolish the committee or working group.

8. The Section Committee may delegate powers to a committee member and revoke any such delegation.
9. The Section Committee has the right of initiative, the right of communication, the right of amendment, as well as the right to consult its members to review a proposed resolution.

Elections of Section Committee members

»» ARTICLE 4.4

1. Only ordinary members from the section in question may be elected as members of the Section Committee.
2. Candidates are members who are nominated in writing by the Section Committee or by at least one-tenth of the total number of members of the relevant section, with a maximum of twelve members, and who have expressed their willingness in writing to accept a possible appointment.
3. The Section Committee must receive the nomination together with the declaration of willingness no later than twenty-one days prior to the Members' Council meeting or the section meeting.
4. The Members' Council or the section meeting of the relevant section elects Section Committee members from among the members of the section.
5. The term of office is for a period of four years.
6. The Members' Council or the section meeting of the relevant section elects the chairman from among the members of the newly assembled committee. The committee appoints a vice-chairman and a secretary from among its members, unless otherwise decided in consultation with the Committee.
7. The Section Committee members and the chairman are elected by a simple majority of the votes cast. In the event of a tie vote, a drawing of lots will decide.
8. If the committee membership terminates before the end of the term, the Section Committee will appoint a deputy from among its members until a successor takes up his duties.

Retirement of Section Committee members

»» ARTICLE 4.5

1. The Section Committee will draw up a retirement schedule, listing the names of the elected sitting committee members and the year and month of their retirement.
2. If the elected Section Committee members, or the majority of them, wish to retire voluntarily at the end of a term of office, the Section Committee members in question will give notice of this to the Section Committee, where possible at least six months in advance, and the Section Committee will ensure that the section is informed accordingly in good time.
3. If an elected committee member retires early, the Section Committee will call interim elections, insofar as a replacement is necessary. The term of office of the person so elected will end when the term of office of the retired committee member ends.
4. The Section Committee will retain its powers if the provisions of Article 4.1 are no longer met due to the early retirement of a committee member. The Section Committee will then take steps to fill the vacancy on the Section Committee as soon as reasonably possible.
5. A Section Committee member may at any time be suspended or removed from office by the body that elected him, with due observance of the same formalities as those applicable to the election.
6. If this Section Committee member performs any roles or duties on behalf of the section outside of the committee, the Section Committee may decide that these roles and duties must also be relinquished.

General meeting of members

»» ARTICLE 5.1

1. Before 1 July each year, a general meeting of members will be held in which the Committee reports on the position of VNC and the activities it has carried out in the interest of VNC, and gives an outline of the policy to be pursued.
2. At the general meeting of members, to be held before 1 July, the Committee will present the financial report for the past financial year. The audit committee, as referred to in Article 7.3 of the Charter, will deliver an oral opinion on the balance sheet and the profit and loss account. Approval of the annual accounts discharges the Committee from all liability.
3. The Committee may determine that a general meeting of members must be split into two or more meetings, to be held at different times not more than four weeks apart.
4. General meetings of members may be attended by ordinary members and by those invited by the Committee to attend the meeting.
5. The Committee may convene an extraordinary general meeting of members as described in Article 3.3.4 solely for members of one or more respective section(s).

Convening notice and procedure for holding meetings: general meeting of members

»» ARTICLE 5.2

1. The chairman of VNC or his deputy chairs the general meeting of members.
2. The Committee sets the agenda of the general meeting of members.
3. The following items will in any event be dealt with at the general meetings of members as referred to in Articles 5.5.1 and 5.5.2.:
 - a. opening;
 - b. notices;
 - c. approval of the report of the previous meeting;
 - d. chairman's report on the past VNC year;

- e. financial report for the past financial year;
 - f. budget for the coming VNC year;
 - g. determining the membership fee and the contribution from associate members and contributors for the coming VNC year and imposing additional fees;
 - h. appointment of the audit committee in accordance with Article 7.3 of the Charter;
 - i. any other business;
 - j. closure.
4. The Committee is obliged to place on the agenda any proposals or amendments submitted in writing to the general secretary by a number of ordinary members at least equal to one-tenth (1/10th) of the total number of VNC members, with a maximum of one hundred and fifty (150), at least four (4) weeks before the general meeting of members is held.
 5. The Committee will announce the general meetings of members with at least six weeks' notice to allow members to submit any proposals to the Committee in good time.
 6. The general secretary will send the notice convening the general meeting of members no later than twenty-one days prior to the day of the meeting and it will state the items on the agenda and, if necessary, an explanation of these items.
 7. Motions:
 - a. If a motion is put forward at a general meeting of members, the number of ordinary members present at the meeting who sign it must be equal to at least one-tenth (1/10th) of the total number of VNC members, up to a maximum of fifty (50) members.
 - b. If a general meeting of members is split into more than one meeting, motions may only be put forward at the first of these meetings.
 8. All documents relating to a forthcoming general meeting of members that require prior examination will be sent to the members.
 9. Those persons present at a general meeting of members must sign an attendance list, which is prepared for that purpose by the Committee.
 10. The matters discussed at each general meeting of members will be recorded and kept on file for a period of ten (10) years.

11. Instead of the manner of reporting referred to in paragraph 10 of this article, the Committee may decide to have a report of the general meeting of members prepared in writing by the general secretary or by a member to be appointed by the Committee.
12. The report referred to in paragraph 11 must be approved at the next general meeting of members.

Section meeting

»» ARTICLE 5.3

1. If the membership of a section over the course of an entire association year exceeds five hundred members, a Members' Council may be installed with the approval of the section meeting, consisting of representatives elected by and from among the members of the relevant section. If the membership of a section over the course of an entire association year exceeds two thousand members, a Members' Council will be installed. The procedure for electing members to the Members' Council and the rules concerning its meetings are laid down in Chapter 6 of this Charter and/or in the rules of procedure of the Members' Council.
2. Unless a Members' Council has been installed, in accordance with the first paragraph of this article, resolutions will be adopted at a section meeting.
3. Section meetings may be attended by all members of the relevant section, members of the Committee and by those invited by the Section Committee to attend the meeting.
4. A section meeting will be held at least twice a year in which the Section Committee reports on the activities it has carried out in the interest of the section, and gives an outline of the policy to be pursued.
5. The Section Committee may determine that a section meeting must be split into two or more meetings, to be held at different times not more than four weeks apart.
6. The Section Committee may determine that a separate section meeting must be held for a specific group of section members.
7. In addition to the meetings referred to in paragraph 4 of this article, the Section Committee will convene section meetings as often as it requires or if one-tenth of the number of ordinary members belonging to the same section, with a maximum of fifty, so request in writing.
8. If the Section Committee fails to act on the request or decision referred to in paragraph 7 of this article within four weeks, then the Committee is obliged to do so within the following fourteen days. If the Committee also fails to act on this matter, then the members in question will be entitled to convene a meeting themselves.

Convening notice and procedure for holding meetings: section meeting

»» ARTICLE 5.4

1. The chairman of the section or his deputy chairs the section meeting.
2. The Section Committee sets the agenda of the section meeting.
3. The following items will in any event be dealt with at the section meetings as referred to in Article 5.3.4 of the Charter:
 - a. opening;
 - b. notices;
 - c. report of the previous meeting;
 - d. state of affairs by the Section Committee;
 - e. motions;
 - f. any other business;
 - g. closure.
4. The Section Committee is obliged to place on the agenda any proposals or amendments signed by a number of section members at least equal to one-tenth of the total number of members belonging to the relevant section, with a maximum of fifty (50), or by the Committee, and submitted in writing to the section's secretary at least fourteen days before the section meeting is held.
5. The Section Committee will announce section meetings with at least four weeks' notice, to allow section members to submit any proposals to the Section Committee in good time.
6. The section's secretary will send the notice convening a section meeting no later than twenty-one days prior to the day of the meeting, stating the items on the agenda and, if necessary, an explanation of these items.
7. Motions:
 - a. If a motion is put forward at a section meeting, the number of section members present at the meeting who sign it must be equal to at least one-tenth of the total number of VNC members, up to a maximum of thirty members.

- b. If a section meeting is split into more than one meeting, motions may only be put forward at the first of these meetings.
- 8. All documents relating to a forthcoming section meeting that require prior examination will be sent to the section members.
- 9. Those persons present at a section meeting must sign an attendance list, which is prepared for that purpose by the Section Committee.
- 10. All matters discussed at each section meeting will be recorded and kept on file.
- 11. Instead of the manner of reporting referred to in paragraph 10 of this article, the Section Committee may decide to have a report of the section meeting prepared in writing by the secretary or by a member to be appointed by the Section Committee.
- 12. The report referred to in paragraph 11 of this article must be approved at the next section meeting.

Manner of decision-making: general meetings of members and section meetings

»» ARTICLE 5.5

- 1. Those invited by the committees to attend meetings do not have voting rights.
- 2. Only those section members present at a meeting have the right to cast one vote.
- 3. Resolutions of the meetings will be adopted by a majority vote, except for those resolutions that require a two-thirds majority of the votes cast as prescribed in this Charter. Blank votes will be regarded as not having been cast.
- 4. The voting on persons is carried out by means of closed ballots.
- 5. In the event of a tie vote, the chairman of the meeting will decide.
If the votes are cast by ballot, the committee will appoint a voting committee consisting of three members.
- 6. When adopting resolutions at a general meeting of members or a section meeting that is split into more than one meeting, as referred to in Article 5.1.3 and Article 5.3.5 of the Charter, only the votes of those who were present or represented at one of the meetings will be added together, as though they were cast at one meeting only, with the proviso that a member who attends more than one meeting may only vote at one of these meetings.

7. The outcome of a vote by ballot if there is a split meeting will be determined and announced after the vote in the second part of the meeting.
8. The voting committee will hand over the ballot papers of the first part of the meeting, in sealed envelopes, to the committee, which in turn hands over the unopened envelopes, together with the documents necessary for the verification and counting of the votes, to the voting committee of the second part of the meeting.
9. Decision-making other than at a section meeting.
Sections without a Members' Council may decide that the members of the relevant section may be consulted in a manner other than through a section meeting, for instance by a digital vote. If the Section Committee decides to do so, the members will no longer have the option of voting at a section meeting. 'Another manner of consultation' means that a member of the relevant section may use a method offered by VNC to vote anonymously. At least one (1) section meeting will in any event need to be held at the end of a consultation outside a section meeting, so that there is an outcome even if there is a tie vote as referred to in Article 5.5.5 of the Charter. The outcome of the vote will be announced at this section meeting, whereby Section Committee resolutions are adopted by a majority vote, except for those resolutions that require a two-thirds majority of the votes cast as prescribed in this Charter. Blank votes will be regarded as not having been cast.

Composition of the Members' Council

»» ARTICLE 6.1

1. The members of the Members' Council are elected from among and by the section members for a period of three years.
2. The number of members of the Members' Council will be determined in accordance with the provisions of the rules of procedure of the Members' Council as described in Article 6.7 below.
3. The Committee may decide to distribute the Members' Council seats such that the composition of the council reflects that of the relevant section.
4. If the number of members of the Members' Council decreases, the council will be supplemented by members from the reserve list, to be selected according to the outcome of the vote. This will only happen during the term of office.
5. If the number of filled Members' Council seats falls below eighty percent of the number of seats available during a term of office, the Section Committee of the Members' Council must call interim elections. Interim elections may only be called once during a term of office.
6. During the interim election period and following the one-off interim elections in accordance with paragraph 6.1 of this article, the Members' Council will remain fully authorised to carry out its duties up to the end of the term of office.

Duties and powers of the Members' Council

»» ARTICLE 6.2

1. The Members' Council plays a role in policymaking through supervising and monitoring the Section Committee's policy.
2. The Members' Council will act as the link between the Section Committee on the one hand and the members on the other with regard to:
 - a. monitoring the intentions and operations of the Section Committee;
 - b. exchanging mutual ideas and information;
 - c. gauging reactions to various matters.

3. The Members' Council has the right of initiative, the right of communication, the right of amendment, the right to elect Section Committee members, as well as the right to consult section members to review a proposed resolution.
4. The members of the Members' Council have access to their own section's records, following approval of the Section Committee, as well as to the other VNC records, following approval of the Committee, unless these records are of a personal nature.

Board of the Members' Council

»» ARTICLE 6.3

1. The Members' Council elects from among its members a chairman, a first vice-chairman and, if desired, a second vice-chairman and a first and, if desired, second secretary, which form the Board of the Members' Council. Election to the Board of the Members' Council will be carried out in accordance with the rules of procedure of the Members' Council as described in Article 6.7 below.
2. If the chairman of the Members' Council is absent, the first vice-chairman or, as the case may be, the second vice-chairman will replace him, in which case all of the chairman's powers and obligations will be vested in the person who replaces him.
3. At a meeting, the chairman may appoint the vice-chairman to replace him for the whole or part of that meeting.
4. If the chairman and the vice-chairman or vice-chairmen are prevented from attending a Members' Council meeting, the meeting will be chaired by a chairman to be appointed by the Members' Council for that day.

Meetings of the Members' Council

»» ARTICLE 6.4

1. Meetings of the Members' Council will be held at least four times a year and no more than once a month at a date and time to be determined by the Executive Committee of the Members' Council and furthermore as often as the chairman of the relevant section, the chairman of the Members' Council or at least one-tenth of the maximum number of members of the Members' Council so require, all this with due observance of the quorum.
2. The quorum is set at one-third of the members of the Members' Council. Meetings of the Members' Council will be valid only if a quorum of council members is present.

3. The committee members of the relevant section and the members of the Committee will at all times be entitled to attend the meetings of the Members' Council. They are entitled to speak at these meetings, except when the meeting is suspended for consultation, internal deliberation and/or voting purposes.
4. All members of the relevant section are free to attend the meetings of their Members' Council as observers, unless the chairman of the Members' Council decides otherwise for a certain part of the meeting.

Convening notice and procedure for holding meetings: Members' Council

>>> ARTICLE 6.5

1. The Board of the Members' Council chairs the Members' Council meeting.
2. The Board of the Members' Council sets the agenda of the meeting.
3. The following items will in any event be dealt with at the Members' Council meeting:
 - a. opening;
 - b. notices of the Board of the Members' Council and the Section Committee;
 - c. minutes of the previous meeting;
 - d. state of affairs, explained by the Section Committee;
 - e. motions;
 - f. memos;
 - g. list of open items;
 - h. any other business;
 - i. closure.
4. The Board of the Members' Council will ensure that the agenda and the documents are sent to the members of the Members' Council and the Section Committee at least seven days before the start of the meeting.

5. Motions may be proposed to the Members' Council by:
 - a. at least two Section Committee members;
 - b. at least two Committee members;
 - c. the chairman of the Committee;
 - d. the Board of the Members' Council;
 - e. at least five members of the Members' Council.
6. If members of the Members' Council want to be assured that a motion will be placed on the agenda and possibly be put to the vote, the motion and the accompanying documents must be sent together with the agenda to the members of the Members' Council.
7. It will still be possible to have a motion placed on the agenda before the start of a Members' Council meeting. The debate and vote (if any) on a motion will take place at the discretion of the Members' Council.
8. The procedure for holding meetings is laid down in the rules of procedure of the Members' Council as detailed in Article 6.7 below. Proposals to amend the rules of procedure of the Members' Council may be submitted by the Committee to the general meeting of members for approval.
9. The matters discussed at each Members' Council meeting will be recorded and kept on file.
10. Instead of the manner of reporting referred to in paragraph 9 of this article, the Board of the Members' Council may decide to have a report of the Members' Council meeting prepared in writing by the secretary or by a member to be appointed by the Board of the Members' Council.
11. The report referred to in paragraph 10 of this article must be approved at the next Members' Council meeting.

Manner of decision-making of the Members' Council

»» ARTICLE 6.6

1. Each member of the Members' Council has the right to cast one vote at the meeting.
2. Resolutions are adopted according to the ratio of the number of votes validly cast to the number of votes in favour of a resolution, as set out in the schedule included in the rules of procedure of the

Members' Council as detailed in Article 6.7 below, whereby blank votes will be deemed not to have been cast.

3. Votes that concern persons are conducted in writing by secret ballot and determined by a simple majority of the votes cast.
4. If the votes are tied, a second term will follow, unless this Charter provides otherwise.
5. Voting on matters requires a quorum of council members.
6. If there is no quorum, the chairman of the Members' Council will defer the voting until the next meeting.
7. The Members' Council may be required to consult the section members if at least one hundred and fifty (150) members of the section who are not also members of the Members' Council put forward such proposal.

Rules of procedure of the Members' Council

»» ARTICLE 6.7

VNC has drawn up rules of procedure for the Members' Council. Amendments to the rules of procedure are made and adopted by the general meeting of members on the proposal of the Committee.

Financial resources

»» ARTICLE 7.1

The financial resources of VNC are generated through:

- a. membership fees;
- b. donations and other voluntary contributions;
- c. accrued interest and other income from any assets that VNC may have;
- d. gifts, testamentary dispositions and other occasional income;
- e. any other lawful income.

Annual accounts

»» ARTICLE 7.2

1. The financial year of the association coincides with the calendar year.
2. Each year, within six months of the end of the financial year, the Committee will prepare and adopt the annual accounts (comprising the balance sheet and the profit and loss account, plus the explanatory notes), unless the general meeting of members approves an extension of this term by no more than five months due to special circumstances.

The annual accounts will be signed by all members of the Committee. If the signature of one or more of them is missing, the reason for this will be stated.

3. An abbreviated form of the annual accounts will be submitted to the general meeting of members for approval within the period referred to in paragraph 2. On the first request of a member to do so, the Committee will make the abbreviated annual accounts available for inspection. In that case, the Committee may set further conditions to keep the contents of these documents confidential, which will involve the signing of a non-disclosure agreement in advance.
4. The annual accounts may not be adopted if the general meeting of members has not been able to inspect the opinion of the expert or organisation of experts as referred to in Book 2, Section 393(1) of the Dutch Civil Code, which should be appended to the annual accounts, unless legal grounds for the absence of such opinion have been given in the documents submitted. The annual accounts may not be adopted if the general meeting of members has not been able to take note of the report of the audit committee as referred to in Article 7.3.

5. For further provisions with respect to the adoption of the annual accounts, reference is made to Article 5.1 of the Charter.

Audit committee

»» ARTICLE 7.3

1. VNC has an audit committee consisting of at least two and not more than three members, which is appointed from among the members of the various sections, on the nomination of the Committee, every two years at the general meeting of members as referred to in Article 5.1 of the Charter. The audit committee is charged with auditing the annual accounts for the past financial year and the financial documents to be submitted to the general meeting of members for approval, including the abbreviated annual accounts for the past financial year, the revised budget for the current financial year and the budget for the next financial year.
2. An alternate member is appointed in the same way. This member will participate in the work of the audit committee and will replace a committee member if the member is absent at the time that the audit committee is supposed to carry out its task.
3. The Committee will give the audit committee the opportunity to take note of the draft annual accounts and the accompanying documents and to discuss them with the treasurer in good time before the general meeting of members. If so required, the audit committee may also request access to the accounting evidence supporting these documents. The audit committee will report to the general meeting of members.
4. The Committee will grant the audit committee full access to the accounting records, including the documents underlying them. The Committee will also cooperate fully with the audit committee in the performance of its duties, which the audit committee may determine at its own discretion.

The audit committee will provide the general meeting of members with a written and oral report on the findings of the work it has carried out, as referred to in Article 5.1 of the Charter. The Committee will inform all VNC members of the report as soon as possible, but within two months at the latest after it has received the report from the audit committee.

Auditor

>>> ARTICLE 7.4

If and to the extent that the relevant provisions of the law apply to the association, the Committee will give instructions to an expert or organisation of experts as referred to in Book 2, Section 393(1) of the Dutch Civil Code, hereinafter referred to as the 'Auditor', to audit the annual accounts prepared by the Committee, report on the results of this audit and issue an opinion.

If the association has no obligation to appoint an auditor pursuant to Book 2, Section 393(1) of the Dutch Civil Code, the Committee will instruct the aforementioned Auditor to compile the annual accounts. The Auditor will then issue a compilation report to accompany the association's annual accounts.

Members based outside the Netherlands

»» ARTICLE 8.1

The Committee will ensure that the interests of members who are based outside the Netherlands are represented in accordance with Article 1.3 of this Charter.

Amendments to the Charter

»» ARTICLE 8.2

The Charter may be amended by a resolution to that effect adopted by no less than a two-thirds majority of the votes cast by the ordinary members at a general meeting of members. Blank votes will be deemed not to have been cast. The convening notice for the relevant meeting must include the proposal to amend the Charter and its contents. If required, the Committee may notify the members of the full text of the proposal to amend the Charter in another appropriate manner.

Dissolution of VNC

»» ARTICLE 8.3

1. VNC may be dissolved by a resolution to that effect adopted by no less than a two-thirds majority of the votes cast by the ordinary members at a general meeting of members where at least half of its ordinary members are present. A proposal to dissolve VNC will be included in the convening notice of the relevant meeting.
2. If the required number of ordinary members is not present at the meeting, a second meeting of members will be convened, to be held within four weeks, where the ordinary members in attendance may adopt a resolution by a two-thirds majority of the votes cast.
3. If a resolution as referred to in paragraph 1 and 2 of this article is adopted, the liquidation will be effected by the Committee. The resolution to dissolve the association will be recorded in the Register of the Chamber of Commerce.
4. If a resolution as referred to in paragraph 1 and 2 of this article is adopted, all of the assets of VNC will be converted into cash and any balance remaining after the debts have been paid will be distributed amongst the members in proportion to their number of years of membership.
5. In the event of the dissolution of VNC in accordance with paragraph 1 of this article, the report prepared by the Committee and approved by the general meeting of members will be made

available for inspection by the members for one month at a place to be designated by the Committee.

6. The possibility of inspection as referred to in paragraph 5 of this article will be published in the Government Gazette and in any such other papers as may be determined by the Committee.

Final provisions

»» ARTICLE 8.4

1. The Committee will decide on all matters that are unclear or not provided for by this Charter.
2. In all cases where a masculine word or masculine pronoun is used in this Charter or the rules of procedure of the Members' Council to refer to a member, this is understood to include both male and female VNC members, unless the contrary is apparent from the provision in question.