

**ARTICLES OF FOUNDATION
of**



Authentia

**Association of University of Twente
Hellenic Nationals Trained In Academia.**

**Chapter I - General Provisions
Foundation Name - Seat - Objective - Duration**

**Article 1
Foundation Name**

The name of the Foundation is Authentia and the distinct name is Association of University of Twente Hellenic Nationals Trained In Academia”.

**Article 2
Seat**

1. The seat of the Foundation is the Municipality of Enschede.
2. By decision of the Board of Directors, the Foundation may, within the framework of its objectives, establish branches or offices in other cities of Netherlands or abroad given that no rules of the host Institute (University of Twente) or the Foundation are in conflict.

**Article 3
Objective**

1. The objective of this strictly nonpartisan Foundation is to become an incubator of Hellenic scholars trained in academia, a conduit of knowledge and initiatives that will try to adhere to the marketing campaign and messages of the host institute. For example in University of Twente, in 2019 the moto of University of Twente was “High tech, human touch”.
2. The objective will be driven by the following directives:

Initiate: The foundation aims at incubating ideas of Hellenic scholars within the academic institute, and assisting in their realization such as but not limited to:

- a new foundation
- a crowdfunding campaign
- a scholarship fund
- an exchange program
- a social impact initiative that are in agreement with the rules and regulations of the host institute (UTwente) and the rules of Authentia.

The foundation will train and assist in utilizing funding instruments of both Greece and Netherlands by providing the knowledge and skills of existing Hellenic scholars in the academic institute that the foundation is based, in this case University of Twente.

Integrate: The foundation aims to mitigate the integration process of Hellenic Scholars in the Dutch society. For this purpose the foundation will offer to incoming Hellenic scholars from institutes different than the foundation location, in this case University of Twente:

- guidelines and advice and assistance for housing
- cultural norms of host country
- work culture and mindset in the host country.
- learning the host country language, namely Dutch.

Connect: The foundation, will strive to familiarize Hellenic academic institutes with the University of Twente, for the purpose of attracting Hellenic students to the host institute. Within the frame of this directive the foundation will pursue:

- Keynote talks in Hellenic academic institutes that are recognized by the host institute, where the opportunities and experience of students and/or Alumni will be presented.
- Keynote talks from professionals that have studied, worked and/or affiliated with University of Twente. They will take place in the host institute (University of Twente), for the Hellenic students within
- Presentation of job market opportunities and skills that were obtained during their training in the host institute.
- Networking of Hellenic alumni and professionals that have been trained in the host institute, in this case University of Twente.

Transfer: The foundation will strive to connect the Hellenic industry and academia to the host institute. This will be done through:

- Exchange contracts between the host institute and the Hellenic institutes, academic collaboration that will be mutually beneficial for both the host institute and the Hellenic institute, such as Erasmus contracts, exchange programs based on European programs etc.
- Conduction of a thesis (bachelor, master or visiting PhD researcher) from the Hellenic institute in the host institute and vice versa, with the approval of the faculty member of the host institute.

- The organization of meet and match events, where faculty members from the host institutes and Hellenic institutes can investigate whether there is any positive overlap.

Socialize: The foundation will offer to incoming Hellenic students a familiar environment in order to ease the psychological impact of moving abroad. In the context of this directive events of social nature, such as orthodox easter celebration, orthodox Christmas and social events following Greek themes, including but not limited to Greek music, Greek dances etc will be organized.

The foundation is able to demand rights (yearly fee/participation fee) from it's members within the context of these goals and directives.

The foundation can engage with obligations financed from the members as long as a majority of at least two-thirds of those present, with a voting right, at the relevant General Assembly vote in favor of the obligations in question. The obligation will be presented by the director that the obligation corresponds to.

3. Within the context of the above objective and directives that describe the goal, the Foundation shall perform its duties and shall operate in accordance with University of Twente Student Union (hereinafter "UT Student Union"), University of Twente guidelines.

Article 4 Duration

1. The Foundation is established for an indefinite period on xx/12/2019.
2. The Foundation year runs from the first of January up to the thirty-first of December of the same year.

Chapter II - Regulation of Membership
Membership - Donors - Admission - End of Membership

Article 5
Membership

1. The Foundation has members and donors. Members can be normal members, exceptional members, alumni members, honorary members and members of merit.
2. Normal Members can be those that:
 - a. are registered as students or employees at the University of Twente;
 - b. are registered as student(s) at the University of Twente for a study that is mentioned in the Household Rules;
 - c. have been admitted as such by the Board of Directors at their request
 - d. are visiting researchers, scholars, interns or students with an international exchange program at University of Twente (ie: ERASMUS mobility)
3. Exceptional members can be those that:
 - a. are registered as student(s) at the University of Twente for a study that is not mentioned in the Household Rules;
 - b. have been admitted as such by the Board of Directors at their request.
4. Alumni members can be those that have been a normal or exceptional member for at least two years and who are no longer registered with the University of Twente. In the Foundation year of graduation, the normal or exceptional membership automatically transfers to the alumni membership for the Foundation year of graduation and will continue to last without further notice. At the start of the new Foundation year, all new alumni members are informed about the continuation of their alumni membership.
5. Honorary members are those that have been appointed as such due to exceptional earnings towards the foundation. The appointment of honorary members is done at the proposal of the Board of Directors by the general members meeting with absolute majority of the valid cast votes (5/5 first round, 4/5 second round with sufficient consideration of the opposing vote).
6. Members of merit can be those that have been appointed as such due to giving a helping hand to the Foundation. Appointment is done at the proposal of the Board of Directors by the general members meeting with absolute majority of the valid cast votes.
7. The Board of Directors holds a register that contains the names and addresses of all members.
8. The position of the members, as well as their rights and obligations are regulated by these articles of foundation and the Household Rules.
9. Members can belong to multiple foundations, however at the discretion of the Board of Directors, if any of the rulings or the credibility of the foundation is at stake, the member can be removed through an absolute majority vote, and with a written explanation to the member that will be removed.

Article 6
Donors

1. Donors are those that have declared themselves to be prepared to financially support the Foundation with a minimum amount that is to be established by the general members meeting.
2. The sponsorship ends at the same time as the financial year in which the donation was made.
3. Donors do not have any rights and obligations apart from the ones that have been awarded and imposed to them under the articles of foundation.

Article 7
Admission

1. The Board of Directors decides on the admission of members and donors.
2. With non-admission as member the general members meeting can still decide to admit.

Article 8
End of Membership

1. A membership is terminated when:
 - a) A member passes away;
 - b) A member voluntarily wants to discontinue membership;
 - c) The Foundation wants to discontinue membership;
 - d) The member is expelled from the foundation;
- 2) The member can terminate the membership without providing a motivation, but it is highly encouraged to provide it if possible.
- 3) The removal of a member through the foundation is done by the Board of Directors.

This can occur when:

- a) The member in question does not fulfil the obligations assigned to him by the foundation;
- b) The foundation cannot continue said membership within reasonability with regards to the healthy operation of the foundation.
- c) The member has violated the rulings of the foundation, with a specific emphasis on the non-partisan character of the foundation and its credibility.
- d) Termination of membership can only happen in written form, and in the case of ruling violation (case b and c) a public announcement (press release) from the foundation regarding the termination can be performed, in order to ensure transparency and credibility to the foundation.
- e) Voluntary termination of membership can happen at all times on a notice of at least 4 weeks. Contrary to previously stated a member can terminate his membership immediately if he cannot be expected to continue the membership within reason during the notice period. Additionally, a member can terminate his membership within a month after receiving a notice regarding the changing legal continuation of the foundation or

fusion with another foundation. A member is not allowed to immediately discontinue his membership should certain rights and/or obligations change.

- f) Expulsion is decided upon by the board and can only happen when a member acts in discordance with regards to the articles of foundation, regulations or decisions made by the foundation. Expulsion can also be decided upon should the member in question unreasonably disadvantage the foundation.
- g) The board will notify a member of the termination of his membership through the foundation or expulsion as soon as possible, also stating the reasoning behind it. A member can apply for an appeal at a general assembly within a month after receiving the notice. The member in question is suspended during this months' notice, as well as until the relevant General Assembly.
- h) The rights and obligations of patrons can be terminated at all times by both the foundation and the patron in question. Termination of patronage by foundation is decided upon by the board.
- i) The patron is obligated to pay the complete yearly contribution, even if membership is terminated during the course of the financial year. This is also the case should the rights and obligations of the patron in question change during this period of time.

Article 9 Annual Contributions

1) The members are obliged to pay an annual contribution, which will be determined by the general members meeting.

2) It is the directors obligation to communicate clearly to the general assembly the financial plan for the year and provide three options of annual contribution:

- a) Low fee: This allows the sustenance of the foundation but significantly limits its activity.
- b) Medium fee: This allows the foundation to execute its directives to their basic level. Targets of the year must be clear for each directive, and the directors will be evaluated in the end of their year regarding the performance of their directives. Failure to meet them, results in a general assembly vote for replacement, for the director that underperformed.
- c) High fee: This allows the foundation to run all its directives. It's purpose is to demonstrate what would be the price of the foundation targets if no donors, subsidies or grants were obtained by the foundation. Targets of the year must be clear for each directive, and the directors will be evaluated in the end of their year regarding the performance of their directives. Failure to meet them, results in a general assembly vote for replacement, for the director that underperformed.

d) The fee scale will be chosen by the general assembly through a general vote and requires significant majority to be decided (2/3 of the attendants).

e) It is possible on a case-by-case basis to the board of directors is allowed to (partially) exempt a member from paying the contribution, or reach an agreement of volunteer work that reduces existing costs of the foundation and thus contributes in the budget by reducing financial obligations in a fair manner for both parties.

Chapter III - Management of the Foundation

Article 10 Board of Directors

1. The Board of Directors consists of at least three and not more than seven members, which are appointed by the general members meeting. The appointment is made from the normal and honorary members. The ideal number of directors is five, so that each directive of the foundation is being handled by one individual. Gender equality is highly encouraged, thus the board should strive to retain a male/female ratio of 50:50.
2. Nominations for a board position are made:
 - a. on the recommendation of the incumbent board, where the nominated candidates should be announced to the voting members in writing by the incumbent board at least two weeks before change of the board;
 - b. by notification of the incumbent board, at least two weeks before a general members meeting where a change of the board takes place.
 - c. Ideally at least one male and at least one female candidate should be found for each board position.
 - d. Should the board temporarily consist of less than three persons the board is still qualified to operate under the condition that a general assembly will be held as soon as possible, where more board members are chosen to bring their numbers to three or higher.
3. Candidates can only be those that:
 - a) Have already served as a board member.
 - b) Active members of the foundation.
 - c) Honorary members that have demonstrated an outstanding amount of work to a specific directive.
 - d) The board members are elected via the general assembly meeting, on a vote majority basis per directive. In short, general assembly elects the male and female candidate for each directive. If balance of genders is upheld organically via popular vote, then the members voted by the majority are elected as the new board.
 - e) Otherwise a second round is performed where for each directive, vote winners state their mission and a second vote is performed to choose on an individual basis.
 - f) If gender balance is still not achieved, the previous board of directors tries to reach a compromise agreement between the new elected candidates.
 - g) In case the aforementioned negotiation fails, then starting from the first directive stated 3.2, the majority vote holder the position wins regardless of gender. When the directors reach 3/5 position of a gender, the other two positions automatically get passed to the other gender to retain balance.
 - h) The board of directors gets evaluated, and if the general assembly decides so, steps down yearly. Previous members can be candidates for re-election after stepping down.
 - i) A board director can be suspended or fired by a general assembly at all times.
Permissions of the board
4. The board is responsible for leading the foundation.
5. Each director is responsible for his own directive, and kept in check by the other directors.

6. The board is allowed to (should the General Assembly agree to this) engage with agreements to obtain, alienate or encumber the foundation with registered goods. The board is allowed to engage with agreements where the foundation is intended to link itself to deposits or debts, if it demonstrably associates with one of the directives of foundation. Fiscal transparency is mandatory, and the fiscal plan should be reviewed and approved by the board in an overwhelming majority, and presented to the general assembly and approved in a significant majority (3/5). Furthermore they are not allowed to act for the sake of third parties and use foundation funds to guarantee third party debts.

Article 11 Representation

1. The board represents the foundation, as long as the law does not dictate otherwise. The permission to represent the foundation is granted to two jointly operating board members. Under unique circumstances special representation measures can be taken, but only if a written acknowledgement exists ahead of time in possession of the board.
2. Every circumstance wherein the foundation experiences a conflict of interests with regards to one or more directives (and hence the directors of the board), the foundation will be represented by the person(s) (annually) appointed through general assembly.
3. Formally, each directive is represented by the corresponding director of the board. The foundation in its totality, is represented by one of the five directors in a case by case basis. For legal purposes the director of Initiatives and the director of communication are the de facto representatives.
4. Board meetings are held in the municipality wherein the foundation is located.
5. At least one meeting will be held every month.
3. Board meetings are held, if one or more of the other directors request a board meeting from the board in written form, including the reasoning behind it. The director who requested a meeting is allowed to organise a board meeting themselves (taking all mandatory formalities into account).
4. Valid decisions can be made through polling regarding any subject should all board directors be present. This holds true even if regulations concerning the organisation of board meetings have not been met. For a decision to be valid, an absolute majority is necessary when the poll is with all members.
5. Board meetings are led by the director that introduced them. Another random director will temporarily be chosen as secretary to keep minutes of the meeting.
6. The board is only allowed to make decisions if the majority of board directors is present or represented. An absent board director can only be represented by another board director after the relevant board director has received authorisation from the absent board member in a written form.
7. Polls are executed in written form and registered in the archive of the foundation. Blank votes are considered to not be cast at all.

8. Every board member is entitled to exactly one vote. An absolute majority of the board members must vote in favor of a proposal for it to pass. For a decision to be valid, an absolute majority is necessary. If this is not the case, then an overwhelming majority (4/5) is necessary in order to finish the first round of decision. Then, the vote against should voice its concerns, and a new proposal which takes into account the against vote feedback is voted on. Then on the second round an overwhelming majority (4/5) is needed to take a decision.

9. The verdict, as spoken by the director that introduced the board meeting with regards to the poll is decisive and final. This is also the case for the contents of an accepted proposal, should this proposal be in written form. If the correctness of the verdict of the director is disputed straight after pronouncing it a new poll will be enacted. This will only be the case when the majority of the board agrees to this, or if a board member preferred the poll to have proceeded in oral or written form. The final decision will be written down. The results of a new poll will overwrite the results of the one it was meant to replace.

10. Minutes will be made of anything which happens or is said during a board meeting.

11. The board is not permitted to make decisions that affect a directive, outside of board meetings.

12. A director can make decisions about his own directive, given that it falls within the limits of his jurisdiction (budget of said directive, human resources). However communication of those decisions to the rest of the board is mandatory to ensure alignment of the board.

13. In every meeting, a random director ,excluding the director that introduced the meeting, keeps record of the proceedings outside of board meetings. These additional minutes will be added to the section 'inbound answers' of the next board meeting and will thus become a part of the regular minutes.

Article 12

Financial year

1. The financial year of the foundation equals the academic year of the University of Twente.

2. The board is required to keep proper notes of the financial situation of the foundation, allowing one to see the rights and obligations of the foundation at all times.

3. The board is required to annually provide a financial balance of the financial year, in addition to presenting the ingoing and outgoing cash flows relevant to that financial year. This overview must be provided within 6 months after the relevant financial year has ended.

4. Furthermore new obligations that bind the foundation to one directive should be presented in a general assembly to keep the members informed.

Article 13

General assembly

1. General assemblies are held in the municipality wherein the foundation is located.

2. Annually (within six months after the end of the financial year, or longer should a general assembly have agreed to it) the year assembly will be held.

3. During the year assembly the board will report on their policy over the past financial year. The board will present the financial balance, in addition to the ingoing and outgoing cash flows. The Year Assembly decides on the approval of these documents. Approval of all financial documents allows the board evaluation and elections to take place.

4. If the financial documents are not verified by an accountant the Assembly appoints at least two non-board members to become part of a committee dedicated to checking the correctness of these documents. This committee is called 'Kas controle commissie' (cash register control committee), or 'KasCo'. The committee will check the relevant financial documents and will report her findings at the Assembly. The board is required to provide this committee any and all information relevant to their research, even if this means giving them exact information on the current financial balance, bookings and such.

Article 14

Other general assemblies

1. Other general assemblies are held as often as the board deems it necessary.
2. The board is required to organize a general assembly within 4 weeks should one-fifths of the members qualified to vote request this in written form. The requesters are allowed to organize their own General Assembly in case the board has not shown any signs of organizing one themselves 14 days after the initial request.
3. General assemblies can be called for by the board of directors. The invitation is either sent to members and patrons by physical mail sent to the address known to the foundation in the registry, or through an advertisement format in the newsletter wherein the topics to be discussed will be revealed, or via e-mail with a receipt of reading request. There must be at least 7 days between the invitation and the general assembly in question whichever way is used to contact the members.
4. The call for a general assembly happens in writing at least 7 days beforehand, not taking the day of the call and the day of the general assembly into account.
5. The call mentions the time and place of the general assembly, as well as the agenda.

Article 15

Access and qualification to vote

1. Non-suspended members and patrons have access to any general assembly. Suspended members only have access to the general assembly wherein their continued membership is discussed. Non-suspended members are allowed to lead the discussion regarding their continued membership.
2. The assembly takes off by the director that is responsible for the subject of the assembly. In the case the assembly was called by the members, a representative of the members will initiate the assembly and address the board of directors with the subject. Then each director will respond to the question. If the assembly is general and a total update is required, each director separately gives the progress status of their directive.
3. The general assembly decides on the admission of people other than those mentioned in subsection article 5. Every member of the foundation is entitled to taking the stage and addressing the assembly. Voting rights are defined in article 5.

4. A member can empower another member in writing to vote for them should he be absent from the general assembly. Any present member can act on behalf of only one other member after presenting the written permission to the board.

Article 16

Minutes

1. The general assemblies are led by the director that initiated the general assembly, or the board of directors if it was a board decision, or the members that initiated the meeting.

2. Everything which comes to pass at a general assembly will be noted down by either the secretary or a person appointed by the board. The minutes are set up together by the chairman of the relevant general assembly and the person responsible for the minutes. Both of the aforementioned persons have to sign the minutes as sign of approval. The minutes are presented to the other members at the following general assembly. Decision-making during general assemblies

Article 17

Decisions

1. Decisions can be divided in three different ranks:
 - a) Director decisions: Decisions of a director within the scope of the directive that he manages have to be communicated to the rest of the board, but do not necessitate voting, unless the impact of the decision affects financially or in another significant manner the other directives. This is the basic level of management for each directive.
 - b) Board of directors decisions: These decisions follow the Board of directors voting system mentioned article 11.8. and override a director's decision. This is considered an escalation of decision impact, and changes to the budget of each directive can be implemented, within the confines of the year budget, and following the imperative decided in the year assembly. Net-positive decisions regarding the fiscal policy of the foundation can be taken (such as applying for a grant, finding a sponsor etc). This is the middle level of management of the foundation.
 - c) General assembly decisions are the highest rank of decisions, and override both director and board of directors decisions when in conflict. General assembly decisions determine the direction of the foundation, and has the final say. On a managerial level the general assembly is the decision maker. They can be only be made through general assemblies if at least one-fifth of the total amount of active members of the foundation are present at the General Assembly.
 - d) As long as the articles of foundation do not dictate otherwise an absolute majority is required for a proposal to pass.
 - e) Blank votes are regarded as not cast at all. Should the amount of blank votes exceed a third of the cast votes the poll is voided. If a poll is voided, it is up to the board of directors to decide on the next step.
 - f) Every poll happens via raising the hand for vote, and 3 members of the foundation are assigned as vote counters, unless the introducer of the general assembly or the members present at the general assembly wish for a written poll. Any written poll is enacted through unsigned, folded notes.
 - g) The verdict, as spoken by the board of directors of the general assembly with regards to the poll is decisive and final. This is also the case for the contents of an

accepted proposal, should this proposal be in written form. If the correctness of the verdict of the board of directors is disputed straight after pronouncing it a new poll will be enacted.

- h) This will only be the case when the majority of the general assembly agrees to this, or if a present member preferred the poll to have proceeded in oral or written form. The final decision will be written down.
- i) The results of a new poll will overwrite the results of the one it was meant to replace.

Article 18

Committees

1. The board is allowed to create committees, save for the committee mentioned in article 13 subsection 4.
2. Furthermore, the board is allowed to instate or fire anyone in said committees. Committee members are allowed to leave them voluntarily but have to give a month in advance warning to the corresponding director.
3. Exceptional cases of committee members not being able to continue their work will be handled by the board.
4. Committee members are responsible at all times for any of their committee-related activities to the board. The board must also have access to any financial information regarding the committee in question.
5. A committee can be established by any of the directors, within the confines of his directive, in order to create a management construct to perform his given tasks and year goals.

Article 19

Internal Regulations

1 A general assembly is allowed to instate Internal Regulations. The Internal Regulations must be in alignment with both the articles of foundation as well as the law and the University of Twente rules and regulations.

Article 20

Changes to the articles of foundation

1. Articles of foundation can only be changed through a general assembly, where the invitation to said general assembly clearly states that a change to the articles of foundation will be discussed. A change to the articles of foundation can only be accepted should two-thirds of the cast votes be in favour of said change, knowing that a change to this article and article 21 is subject to approval of the organisation within the University of Twente responsible for cultural services.
2. Those who called for this specific general assembly must provide the members of the foundation a written transcript of the proposed change at least 5 days before said general assembly.
3. A change in the article of foundation can take place, as long as there is no conflict with existing fiscal relationships of the foundation. If there is, then the fiscal relationship (grant, loan, sponsorship) in conflict, should be cancelled and resolved, then the change can take place.
4. A change in the articles of foundation will take place the moment a notarial deed is set up. Any member of the board is allowed to set up said notarial deed.

Article 21
Disbandment

1. The foundation can be disbanded through the decision of a general assembly, taking into account article 20.1.
2. A keeper of books and minutes will be appointed should the decision be made to disband.
3. As long as the general assembly does not name any other liquidators the board of directors will act as such in order to manage the liquidation of the foundation.
4. Liquidators will hand over any left-over wealth (after the payment of any creditors) to the international office, located in University of Twente, Enschede. The international office will be charged with managing this leftover wealth until a new initiative is taken with regards to Hellenic Scholars in the area of Enschede and Hengelo (Overijssel), where this left-over wealth can be used to restart.
5. After liquidation any books and minutes are to be stored for 7 years by the keeper mentioned in article 21.1.