

VERENIGDE STICHTINGEN GAMBIA (VSGambia)

ARTICLES of ASSOCIATION

Article 1 — Name and seat

1. The name of the Association is: United Foundations Gambia.
2. The Association uses as abbreviation: "VSG "
3. The Association is located in Brusubi, West Coast Region.
4. The Association is registered as an Association in the Gambia

Article 2 – Aims and Objectives

1. The Association has the objective to coordinate the efforts of of its member Foundations, associations and individuals, established from The Netherlands which provide support to the development of Gambia and its people and to support and advise its members. The Association is an independent organization with no political, religious or commercial/profit interests.
2. De Association seeks to achieve its goals by:
 - a. organizing approximately 9 member meetings per annum of which at least three with a particular theme and/or speaker. The other meetings have a less formal character and are intended to provide a platform for mutual consultation, networking, exchange and verification of information.
 - b. Maintaining good contacts with appropriate authorities such as the Netherlands Embassy in Dakar, the Netherlands Consulate in the Gambia, as well as the relevant Gambian authorities.

Article 3-Membership

1. Members of the Association may be individuals of eighteen (18) years and older, and legal organisations who support the aims of the Association and are willing to actively participate in the Association activities. Membership is personal and nontransferrable.
2. The language of the Association is the Netherlands language and all members are expected to be conversant with this language.
3. Members require admission by the Board. In case of non-admission by the Board, the General Assembly (all members) may still approve admission. The General Assembly may delegate these powers to a Select Committee.
4. The General Assembly may, by virtue of its special merits for the Association, appoint honorary members. A honorary member shall have the same rights and obligations as a member but is not required to pay the normal membership fee.
5. The Secretary to the Board shall keep a member register with the names and addresses of all members.
6. A member may be suspended by the Board for a period not exceeding three months if a member acts in breach of the articles of Association, regulations or resolutions of the Association, or unreasonably disadvantaged the Association. During this period of suspension, the Member may not exercise its membership rights. Its membership obligations remain.

7. The suspended Member may lodge an appeal against that decision to the General Assembly. The Board is required to convene the general meeting within four weeks after receipt of the notice of appeal. During the appeal period and pending the appeal the member remains suspended.
8. Membership gives right to.
 - a. Access to the member activities organised by the Association. Inviting one introducee to the Associations activities. The Board needs to be informed in advance and any costs for these activities are borne by the Member.
 - b. Access to the restricted member section of the Association Website.
 - c. Receiving a periodic newsletter.
 - d. Membership card which provides additional advantages which will be mentioned on the website.
 - e. Other yet to realize benefits.

Article 4.— End of membership

1. Membership ends by:
 - a. the death of the Member;
 - b. termination by the Member;
 - c. termination by the Association;
2. Termination of membership by the Member can only take place by the end of a fiscal year, provided that a notice in writing is received by the Board at least one month before. Termination with immediate effect is possible but the membership fee obligation for the current year remains.
A member may terminate its membership with immediate effect within one month after a decision which his rights are limited or its obligations are increased. This decision will not apply to him.
3. Termination of membership by the Association takes place by the Board, by means of a written notice to the Member, stating the reason (s) of cancellation. Cancellation is possible:
 - If a member no longer meets the statutory requirements for membership;
 - if a member despite written reminder does not fulfil his obligations to the Association;At the date of termination, the membership fee for the current year remains due.
4. Disqualification from membership takes place by the Board, by means of a written notice to the Member, stating the reason (s) of the disqualification. this is only possible if a member has acted in breach of the articles of Association, regulations or resolutions of the Association, or has unreasonably disadvantaged the Association. The disqualification will be instant but the membership fee for the current year remains due.
5. The Member may within one month of the notice of appeal against that decision to the General Assembly. The Board is required to convene the general meeting within four weeks after receipt of the notice of appeal. During

the appeal period and pending the appeal, the disqualified Member will remain suspended.

Articles 6 – Sponsors

Sponsors are those who are accepted as such by the Board. There may be several categories of Sponsors. Sponsors are bound by the Constitution, regulations and decisions of the Association. They only have access to the general meeting with advance approval. They have no voting rights.

1. The arrangements in this Constitution for members about admission and termination with its consequences, are, as much as possible, also applicable to Sponsors.
3. The General Assembly sets the minimum amount required to be registered as a Sponsors, either by fiscal year, or once off. The minimum contribution may differ by category.
4. The Secretary shall keep a register with names and addresses of the Sponsors.

Articles- 7 — membership dues

1. The members pay an annual membership fee, the amount of which shall be adopted by the General Assembly. The members may be classified into categories with different membership fee.
2. The Board shall have the power, based on special circumstances, to waive the contribution for a member in whole or in part, for a specific year.
3. The general Assembly may decide that the annual dues can be paid in instalments and can set conditions for this.

Articles 8 — Executive Board: composition and appointment

1. The Association is governed by a Board that consists of at least three and a maximum of seven individuals as agreed by the General Assembly. The Board appoints within its members a Chairman, Secretary and Treasurer, the General Assembly reserves the right to appoint the Chairman. The functions of Secretary and Treasurer may be held by one person. The Board may nominate deputies from among its members who will oversee the function in the absence of the position holder. A non-complete Board retains its powers. In case there is a vacancy in the Board, the Board shall ensure that the General Assembly fills the position as possible.
2. The General Assembly appoints the Board members. This appointment takes place from among the members of the Association. A minority of Board members can be appointed from outside its membership.
3. The appointment of Board members takes place from nominations. The Board is empowered to nominate prospective board members. The nomination of the Boardmembers is presented at the General Assembly. The nomination is not binding. If the nomination of Board members is not presented with the call for the General Assembly, the General Assembly has the power to select and appoint the Board members.

4. a. Board members are appointed for a period not exceeding five years and step down according to a roster as prepared by the Board. A Board Member is eligible for reappointment according to roster.
- b. A Board member appointed outside the roster takes the place of the person in whose vacancy he was appointed.

Article 9 — Board: end of function, suspension

A Board membership ends by:

1. resignation of a Board Member;
2. by expiration of the term for which the Board member is appointed, unless he/she is then reappointed;
3. by the death of a member of the Board,
4. when the Board Member is no longer a member of the Association;
5. by dismissal of the Board member on the basis of a decision of the general assembly;

taking into account the provisions set out below.

Board Member may be suspended at any time by the general meeting for a maximum of 3 months. The suspension can be extended for a second term of 3 months. If the suspension is not followed by dismissal, the suspension will automatically end after the set duration. The Board member is given the opportunity to justify himself in the relevant General Assembly and may be assisted by counsel.

Article 10 — Board:meetings and decision making

1. Each Board member shall have the power to convene a Board meeting.
2. The convening of the meetings of the Board will take place in writing, with a notice period of at least seven days, giving the date, time and venue of the meeting and of the agenda.
3. The Board meeting shall be held at a venue to be determined by the inviting Board member.
4. If above is violated, the Board can still make legally valid decisions, if all Board members are present or represented at the meeting,
5. A Board member may provide written authorisation to another Board member to be represented in the meeting. A Board member can only represent one other Board member in the meeting.
6. In the meetings of the Board, each member has one vote. Decisions are passed by an absolute majority of the votes cast. In the event of a tie, the vote of the Chairman shall prevail.

Article 11- Board; leading the meetings, minutes, decision making outside meetings

1. The Chairman chairs the meetings, in his/her absence the meeting will appoint a chairman.
2. The Chairman of the meeting determines the way in which the voting in the meetings are held.
3. The pronounced judgment by the Chairman about the result of a vote is decisive. If immediately after pronouncement the judgment of the Chairman is disputed, a new vote will be called. The outcome of this new vote will supercede the legal consequences of the original vote.

4. Minutes of the proceedings of the Board meetings shall be kept by the Secretary or a designated person. The minutes are after approval by the participants. The Board may also take decisions otherwise than in a meeting if all Board members have accepted the decision in writing.

Article 12 — Board: duties and powers

1. The Board is tasked with managing the Association. each Board member is required to fulfil its tasks entrusted to him. The Board is required to keep records of the financial situation of the Association and of everything related to the business of the Association, in such a way that at any time the rights and obligations of the Association can be known. The Board is required to keep the said records for a period of seven years.
2. The Board does not have the power to enter into contracts for the acquisition, disposal and encumbrance of registered property, not to enter into agreements whereby the Association itself or its members act as guarantor. This limitation of the competence of the Board can be binding on third parties.
3. the Board requires the approval of the General Assembly to decide on:
 - a. To rent or to let or otherwise obtain or use or enjoy registered property of the association;
 - b. entering into money loans or credit agreements;
 - c. lending out of funds,
 - d. enter into a settlement agreement for the termination of a dispute; —
 - e. enter into, change or terminate employment contracts.

The General Assembly may require approval for a clearly defined decision other than above described decisions of the Board. Such a decision of the general meeting shall be communicated immediately to the Board. Disapproval may not be invoked.

Articles/13 — Representation

1. The Board represents the Association.
2. Two Board members can represent the Association, acting jointly, at least one of whom must be the Chairman, the Secretary or the Treasurer.
3. The Board may decide to issue incidental or continuous power of attorney to one or more Board members and/or to others, either together or separately, to the represent the Association within the limits of that power of attorney.

Articles/14 — reporting and accountability

1. The financial year of the Association shall be the calendar year.
2. The Board shall deliver at a general meeting — within two months of the end of the fiscal year,- a report of activities and policies of the Association, as well as a financial report.(balance sheet and statement of income and expenditure). These reports are signed by the Board members. Reasons will be given for missing signatures of one or more Board members. Prior to presenting the financial statement to the General Assembly, the books shall be verified by a Finance Committee, appointed by the General Assembly. This committee shall be constituted by at least two Association members who are not part of the Board. Members of this committee may remain on the committee for not more than 2 consecutive years.

The Board is required to provide the Finance Committee with the entire accounts and all relevant documents and information it requires. If required, the Committee may seek the assistance of an external expert. The Committee shall report to the General Assembly on the outcome of her research, accompanied by its opinion to whether or not to approve of the annual accounts. Final approval of the financial statements requires adoption by the General Assembly.

Article 15 — The General Assembly. Responsibilities and Annual General Meeting —

1. The AGM provides to the Association all powers, which are not by law or the Constitution dedicated to the Board.
2. Yearly, not later than two months following the completion of each financial year, the Board shall call an AGM (Annual General Meeting) At the annual meeting shall include:
 - a) Activity report by the Board for the past Association year
 - b) The proposal to whether of not to approve the annual accounts for the past financial year;
 - c) the appointment of the members of the Finance Committee for the new fiscal year;
 - d) the appointment of Board members if the Board vacancies exist;
 - e) proposals by the Board or Association members, as announced in the notice convening the meeting.
3. No later than one month before the expiry of the financial year, the Board shall make available for inspection to the members, the budget for the coming financial year..

Article 16 — The General Assembly; call for meetings:

The General Assembly shall be convened by the Board. A number of members, together entitled to cast at least 10% of the votes, can request the Board in writing to convene a general meeting within four weeks after that request. If the Board does not call for a meeting within fourteen days of receipt of the request, the applicants themselves convene the meeting.

The call for a general meeting will take place by means of:

- a publication on the website;
 - written message to the addresses of the members by the members register.
3. The term of notice shall be at least fourteen days, not counting the day of the summons and the day of the meeting.
 4. Next to the location. date and time of the meeting, the notice must contain an agenda showing the topics to be raised.

Article 17 — the General Assembly: access and voting rights

1. All non suspended members have access to the General Assembly. The meeting may decide to allow other persons to all or part of the meeting. Suspended members and members whose membership has been cancelled,

- have access to that part of the meeting where they appeal against suspension, cancellation or disqualification.
2. Each full member and each Honorary Member shall have one vote.
A suspended Member shall have no voting rights.
 3. A member with voting rights may give power of attorney to another member (with voting rights) to vote him.
This proxy must be given in writing (paper or electronic) and before the vote be submitted to the Board .
 4. One Member may not represent more than two (2) other members.

Article 18 — The general meeting: decision making

1. As far as not otherwise provided in this Constitution, a decision shall be taken by a majority of the members present and represented at the meeting, regardless of their number.
Blank and invalid votes do not count for decision-making but counting is for determining a quorum prescribed in this Constitution.
2. The pronounced judgment by the Chairman about the result of a vote is decisive. The same applies to the content of a decision, as far as was voted on a proposal not laid down in writing. If immediately after pronouncement the judgment of the Chairman is disputed, a new vote will be called. The outcome of this new vote will supercede the legal consequences of the original vote.
3. As for vote on the election of persons at first ballot no majority is obtained, then a new vote will take place. If no majority is obtained, a second round of voting will take place between the two front runners.
4. If there is a tie on a proposal that is not on the election of persons, the proposal is rejected.
5. All votes are verbal, unless the Chairman or at least three members request a written vote. Written vote will take place at unsigned, closed ballot papers.
6. A member may vote through electronic means of communication, prior to the general meeting. Such a vote counts equally with those during the meeting. A voice that is released in this way, can not be revoked.
7. A unanimous decision of all members, even if the vote has not taken place in a meeting, has the same status as a resolution of the general meeting, if done with prior knowledge of the Board.
8. If all members are present or represented at a meeting, valid decisions can be taken on all of the topics raised, even though the topics were not announced in the prescribed manner.

Article 19 — the General Assembly: main and record

1. A General Assembly is led by the Chairman of the Board.
In the absence of the Chairman, the Board designates another Board member as Chairman of the meeting. If this is not possible, than the meeting itself chooses a chairman.
2. At each meeting, the Secretary or another person appointed by the Chairman shall write the minutes of the meeting. Chairman en Minute taker endorse the minutes by signature.

Article 20 — Changes in the Constitution

1. This Constitution of the Association may be amended by a resolution of the General Assembly. If an amendment is proposed, this should be announced when a General Assembly meeting is called.
2. Those who request the amendment to the Constitution must make available a copy of that proposal, on an appropriate place for the members for perusal, at least 5 days before the meeting. This statement must be available for inspection until the close of the day on which the meeting is held.
3. A decision to amend the articles of association should be taken with a majority of at least two-thirds (2/3) of the votes cast. In that meeting at least 50% of members with voting rights should be present or represented.
If the required number of members is not present or represented, a new general meeting be convened in which the decision can be taken by a majority of at least two-thirds (2/3) of the votes cast, regardless of the number of members present in person or represented at this meeting. At the summons to the new Assembly it should be mentioned that and why a decision can be taken, regardless of the number of members present in person or represented at the meeting,
The aforementioned second meeting is not earlier than two weeks and no later than six weeks after the first meeting held.
4. An amendment shall take effect immediately after registration of the amendment of the articles.

Article 21-Dissolution

1. The Association may be dissolved by a resolution of the General Assembly. The in Article 20 stated procedures over a decision to amend the Constitution shall apply mutatis mutandis to a decision on dissolution.
With the decision to dissolve the Association, the destination of any surplus liquidity balance should be determined..
If the Association at the time of its dissolution has no assets, she ceases to exist. In that case, the Board notifies the Registrar of Companies of the dissolution.
The books and records of the dissolved Association will be kept for seven years after the Association has ceased to exist under the custody of a designated person.
2. in addition, the Association could be dissolved by.
 - insolvency after the Association has been declared bankrupt or by lifting of the bankruptcy because of the condition of the estate;
 - a court ruling in the cases provided for by law.

Article 23-Settlement

1. The Board is charged with the liquidation of the assets of the Association, as far as at the dissolution decision no other liquidator (s) is (are) designated.
2. Following the decision to dissolve the Association in liquidation, the Association remains in existence if and to the extent necessary for the liquidation. During the liquidation, the provisions of the Constitution remain in force for as much as possible and necessary.

In correspondence, the Association shall add ' in liquidation ' to the name of the Association.

3. A positive balance after settlement gets a destination that is as far as possible in accordance with the purpose of the Association.

This destination shall be determined by the dissolution decision, or in the absence thereof, by the liquidator (s).

The settlement ends at the time when no known benefit to the liquidators remains.

Article 24 — Regulations

1. The General Assembly may adopt one or more regulations.
2. A Regulation can give detailed rules on, among other things, the membership, the introduction of new members, the membership fee, the work of the Board, working groups or committees, the meetings. A regulation must not violate the law or the articles of Association and should not contain provisions that require changes to the constitution.

ARTICLE II. CLOSING STATEMENTS

First Board

The first Board consists of six (6) members.

By way of derogation from the procedure prescribed in the articles of Association the Board members are appointed to the Board for the first time

1. Mrs Henriette BRÜMMER-SONKO, born in Pretoria on 28 February in the year 1965, as Chairman, residing in Brusubi, West Coast Region;
2. Mr. Peer WERKMAN, born in Groningen on 27 January in the year 1956, residing in Brusubi as vice Chairman;
3. Mr Jan George KROL, born in Weststellingwerf on 5th February 1960, residing at Brufut as web master;
4. Mr Herman Pieter VRIESEMA, born in Groningen on 19 October 1949, residing in JW 9561 Ter Apel, Dutch, 1 1 Rundedal, as Treasurer;
5. Mrs. Jarmilla COLE-HOFMAN, born in 's Gravenhage on 11 July 1976, residing in Brusubi as Secretary.

Honorary members: The initiators Jan George Krol and Peer Werkman in the course of such as an honorary member.

The address of the Association is Brusubi, West Coast Region.