



Student Association Fortuna

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Fortuna General Assembly Minutes

Opening:

The General Assembly is opened at 14:38 on the 25th of February 2015 by Samuel Hopcroft, Chair of Fortuna.

Welcome:

Samuel welcomes the members and thanks them for joining the General Assembly (GA). The total amount of members entitled to vote who are present or represented is 319 (which will fluctuate during the GA), approximately 60% of Fortuna's total number of members. No GA of Fortuna has ever had this many members entitled to vote either present or represented, and the quorum of 33%, needed to vote upon the Articles of Association and Rules of Procedure, is reached easily. He explains the importance of this GA, because of the documents being discussed. He then explains the importance of Fortuna GAs in general for the continuation of our association, as they are a forum for all members to decide upon matters concerning Fortuna, and have a voice within the association. Today, through discussing the Articles of Association and the Rules of Procedure, he says we will be essentially discussing and voting upon the legal foundation of Fortuna. He says that members should not hesitate to ask questions about legal matters if the processes are not understood. He says that he and Tijmen Lamers will function as Chair and Secretary of the GA because of provisions in the Dutch Civil Code. For the next GA, other students will be allowed to function as technical Chair and Secretary of the GA if the Articles of Association are approved.

Samuel reminds those that want to leave that they have the option to authorise another member with their vote upon leaving. If they carry other authorisation forms, and therefore the proxy votes of other members, these can only be transferred if it is selected on the authorisation form that the vote is transferrable in this instance. The newly signed authorisation forms can be submitted to Ivanna Yurkiv, Executive Assistant of Fortuna, at the front of the auditorium. It is important that this process is completed carefully, for the benefit of the official administration of the GA documents.

Lisa Stadegaard asks if the GA will take two hours despite starting 40 minutes late. Samuel replies that the closing will depend on the discussion, but that we will try our best to finish the GA by 16:00.

Samuel requests that when members speak, they say their full name for the minutes. Anyone with questions about the procedures or questions about why a course of action was taken are asked to not hesitate asking those questions, as it very important members know what is going on. Questions about the documents to be discussed should be informed, and not purely about what the content is (which could have been read prior).

Samuel mentions that board updates have been scrapped for efficiency in this GA. Those wishing to be updated on the practices and work methods of the board can look to the minutes

on the website, come by during open office hours or read the semester report. General questions about the board or Fortuna as a whole can also be asked in the Round of Questions.

Agenda:

Samuel goes through the proposed agenda, which is as follows:

1. Opening
2. Welcome
3. General Assembly Voting Method
4. Establishing a voting commission
5. Approval of previous minutes
 - a. May 8th, 2014
 - b. September 10th, 2014
6. Conditionally voting upon Articles of Association
7. Voting upon the Rules of Procedure (Policy Manual)
8. Voting upon the Amended Annual Budget
9. Voting upon the Student Representative Constitution and Bylaws
10. Round of Questions
11. Closing (at which point minute-taking ceases)
12. Establishing the electoral voting commission
13. Committee Affairs Officer Candidates' speeches
12. Pizza, Voting, LUCHumanity Art Exhibition and Akbar!

No points are proposed to the agenda by the members.

General Assembly Voting method:

Samuel introduces the method of voting during this GA. All members have been distributed four different coloured sheets of paper: green, red, yellow and white, for each vote that they hold. Holding up the green card signifies a vote in favour of the proposition, a red card signifies a vote against the proposition, a yellow card signifies a vote neither agreeing nor disagreeing with the proposition, and a white card signifies an abstention of voting (this kind of vote does not count towards the required numbers of votes for a proposition). If the GA accepts the proposition to use this voting system, it will be used for the rest of this GA. Samuel also explains a vote by acclamation. This voting method is used for topics that generally feature no debate, and is faster than a regular vote. Instead of calling for votes in favour, against, abstentions or neutral votes, only the votes against, neutral and abstentions are asked for in one go. If no members raise these votes, the proposition passes with all votes counted in favour.

Peter Sprietsma asks how the yellow votes will be counted, and whether they will be included in the quorum. Samuel explains that yellow votes do not count towards the majority required to pass a motion, but they do count towards the quorum. This means that a vote needs a simple/ absolute majority of votes in favour, in comparison to both neutral votes and votes against.

No other questions are raised, so Samuel introduces a vote by acclamation on the proposition of accepting this new method of voting. There are no objections or abstentions, so the proposition to accept the new voting method is accepted with 319 votes in favour.

Establishing a Voting Commission:

Samuel introduces the concept of a voting commission. The voting commission helps the technical Secretary of the GA by counting the votes when a proposition is put to a vote. This serves to make the voting process as quick as possible. The commission selected here will serve for the remainder of this GA. This commission should not be confused with the commission to check the vote count of the Committee Affairs Officer election, which will be elected after this GA. After explaining this, Samuel requests all members present for volunteers to be in the voting commission. Laurens Sijbrant, Danilo Bertazzo, and Peter Sprietsma volunteer to be in this commission.

No questions are raised, so Samuel introduces a vote by acclamation on the proposition of accepting these members to the voting commission. No objections or abstentions are raised, so the proposition to accept this voting commission is passed with 319 votes in favour.

Minutes May 8th, 2014:

The minutes of May 8th, 2014 have been sent out on the 11th of February, 2015. The reason for voting upon these minutes, is that the minutes were not adopted during the previous GA. This was because many members were uncertain whether they could adopt the minutes of a GA which they did not attend themselves. Samuel mentions that members who were not present at that specific GA can still approve these minutes, but of course do not have to. Those members can base their vote on the opinion of other members that were present at the GA in question, or on the clarity of the written content.

No questions are raised, so Samuel introduces a vote on the proposition of adopting the minutes of May 8th, 2014. The proposition to adopt the minutes of May 8th, 2014 is passed with a simple majority. The full results were: 5 abstentions, 0 votes against, 99 votes neutral, 215 in favour.

Minutes September 10th:

Like the previous set of minutes, the minutes of September 10th, 2014 have been sent out on the 11th of February, 2015. These minutes concern the previous GA, the first of the current Association Year.

No questions are raised, so Samuel introduces a vote on the proposition of adopting the minutes of September 10th, 2014. The proposition to adopt the minutes of September 10th, 2014 is passed with a simple majority. The full results were: 2 abstentions, 0 votes against, 27 votes neutral, 290 in favour.

Two members enter the GA, bringing the total amount of present and represented members to 321.

Articles of Association:

Samuel introduces the amended Articles of Association, the first of the potential major changes to Fortuna that will be discussed today. The document has been sent out on February 11th, 2015, but was amended slightly because of changes by a civil law notary, and the new version was sent out on February 24th, 2015.

There is both a Dutch and an English version of this document, of which the English version has been unofficially translated and will be voted upon together. If accepted, the Dutch version will legally bind Fortuna as soon as the changes have been instated at the Chamber of Commerce by a civil law notary.

Samuel thanks the Legal Team that drafted this document, consisting of Charles de Cocq, Jacob van de Beeten, Joris Broeders, Lexi Rowland and Thomas Giacoletto. Samuel then invites Thomas Giacoletto, committee affairs officer of Fortuna to introduce the document.

Thomas explains the association needed new Articles of Association, as the former ones were outdated. Over the years, Fortuna and LUC have changed significantly, resulting in the current Articles of Association not being representative of actual Fortuna practices. Other clauses in the document were changed based on previous experiences by members and the board in daily Fortuna affairs. Certain clauses were amended by a civil law notary, to ensure their legality.

Davinio Dwarkasing makes a remark for the absent Bob Van De Mortel, who recommends the reshuffling of Board positions (in case of a resignation) to be no longer possible. Samuel replies that the amended Articles of Association state that board members are elected for respective positions (as opposed to the current Articles of Association), and that this is further extrapolated in the Rules of Procedure.

Simon Toussant says that Article 8.1 still mentions that three GAs need to take place, but the second one no longer has to be in February (this is fixed in the current version of the Articles of Association). Thomas replies that this makes the system more flexible, because the board could feasibly organise the second obligatory GA in any time between December and March.

Samuel explains that the voting on the Articles of Association is a conditional vote, as a civil law notary may make legal but non-material changes to the document, especially when it comes to wording. If those are made, the members will be notified by email. The Articles of Association will be accepted by the GA in case of a qualified majority, meaning two thirds of the vote should be in favour for the document to pass.

No further questions are raised, so Samuel introduces a vote on adopting the amended Articles of Association (sent 24-02-2015), conditional to necessary legal changes by a civil law notary, which will take effect once notarised and instated in the Chamber of Commerce. The proposition to adopt the amended Articles of Association is passed with a qualified majority. The full results were: 3 abstentions, 0 votes against, 3 votes neutral, 315 in favour.

Rules of Procedure:

Samuel introduces the discussion on the Rules of Procedure. Like the Articles of Association, the Rules of Procedure were outdated and needed to be redrafted to more accurately reflect Fortuna's current practices. This is the document that extrapolates upon the Articles of

Association and instructs the board and members in their daily practices. Samuel invites Thomas Giacoletto to present the document. Thomas explains how they were redrafted, and that the Rules of Procedure do not need to be verified by a civil law notary. Our Rules of Procedures are binding, as they are empowered by the Articles of Association and not bylaws, which makes the document very important.

Davinio Dwarkasing asks if Bob van de Mortel's question could be answered again. Samuel replies that with this set of Rules of Procedure, switching board members' roles internally after a resignation will have to be accepted by a GA, which is currently not the case.

Samuel explains that the document will come into effect at the end of the GA, if it is accepted by the members, to avoid restructuring voting processes and changing the presidium during this GA.

No further questions are raised, so Samuel introduces a vote on the proposition to adopt the Rules of Procedure (sent 11-02-2015), which will take effect upon the closing of this General Assembly. The proposition to adopt the new Rules of Procedure is passed with a qualified majority. The full results were: 2 abstentions, 0 votes against, 24 votes neutral, 295 in favour.

One member enters the GA, bringing the total amount of present or represented members up to 322.

The Amended Annual Budget:

Samuel explains that the GA in block one saw the approval of the Annual Budget. As this budget cannot be amended without the authorisation of the GA, an amended version will be presented. Samuel invites Cox Bogaards, Treasurer of Fortuna, to present the document. Cox mentions that we are trying to free up 'frozen' money: money budgeted for events that didn't happen or money left-over when events cost less than budgeted. She explains that we have taken into consideration recommendations from the committees in amending the original annual budget, to make it best suits their needs. If the GA accepts the new budget, this means more money will be available.

If approved, the budget will take effect immediately, because unlike the Articles of Association or Rules of Procedure it has no immediate effect on the procedures of the current GA.

No questions are raised, so Samuel introduces a vote on the proposition to adopt the Amended Annual Budget (sent 11-02-2015) which will take effect immediately. The proposition to adopt the amended Annual Budget is passed with a simple majority. The full results were: 1 abstention, 3 votes against, 22 votes neutral, 296 in favour.

One member leaves the GA, bringing the total amount of present or represented members down to 321.

Student Representatives Bylaws and Statutes:

Samuel introduces the student representatives bylaws and statutes. The student representatives have drafted a set of statutes and bylaws which shall bind their own assembly and their functioning. Samuel invites Cas Bezembinder and Davinio Dwarkasing to present these documents. Like other documents discussed in the GA, they were sent out on February 11th, 2015. The student representative body was founded last GA, and is now becoming a more developed body within Fortuna. Cas and Davinio explain that the student representatives aim to better define themselves, and that this set of bylaws and statutes will help them in this development.

Henry Abbink asks why the student representatives are only accountable to the other student representatives and no other body. This point relates to the system of strikes the representatives use to ensure that representatives don't miss too many meetings. Henry asks how the student representatives will make sure they will not become an exclusive group. Cas replies that the representatives are still accountable to the GA and their constituents, and the GA will remain their highest accountability mechanism.

Joris Broeders asks why the Advisory Board can only take action against the representatives in case of a misconduct if the Fortuna board agrees with the AB. He furthermore remarks that the Advisory Board only has an advisory role, and should therefore not be included as an accountability mechanism for the student representatives.

Cas asks Joe Cotton, former Internal Communications Officer of Fortuna, to come down and explain more about the reasons to include the Advisory Board in the procedure regarding dismissal of and complaints against student representatives. Joe replies that he prefers not to defend this document, as it has been produced by the student representatives not himself.

Charles de Cocq asks Cas to clarify his earlier answer to Henry's question. Cas reiterates that he feels Henry's point is a good one, and if the GA votes in favour of the proposal as it stands now, the student representatives will add a clause amending the bylaws and statutes to reflect Henry's point.

Rik Rutten asks whether some of the points in the student representative statutes and bylaws conflict with the Rules of Procedure and Articles of Association, and if so, whether the proposal will still be able to be voted upon. Samuel replies that Fortuna's documents are hierarchical, and in the circumstance that the statutes and bylaws of the student representatives, conflict with the Rules of Procedure or Articles of Association, the Articles of Association or Rules of Procedure would take precedence.

Cas mentions that he would like the GA to offer a conditional pass for the document and the student representatives will amend the statutes based on the recommendations of the GA. Samuel intervenes, stating that this is not legally possible.

Lena Volmer asks if it would make a difference for the functioning of the student representatives if the document is rejected by the GA. Cas replies that it will have minor effects, but they will continue functioning.

Sjors Aartsen comments on the resignation procedure, and why the resigning student representative can appoint their substitute. Cas replies that this is a constituency matter, and the resigning student representative will be better at dealing with it than the whole representative body.

Joost Thuis says that the solution to the aforementioned problem still feels somewhat random. Cas replies that it would be even more random if the student representatives body would decide on this.

Rik Rutten asks if, if this document would be rejected, the next GA would see an updated version. Cas replies that this would be the case.

Samuel states that, if passed, the student representatives bylaws and statutes would go into effect immediately.

No further questions are raised, so Samuel introduces a vote on the proposition to adopt the Student Representative Bylaws and Constitution (sent 11-02-2015), which will take effect immediately. The proposition to accept the Student Representatives Bylaws and Statutes is rejected by a simple majority. The full results were: 16 abstentions, 126 votes against, 61 votes neutral, 118 in favour.

Samuel proceeds to thank the student representatives for their hard work throughout the past semester.

Round of Questions:

Davinio Dwarkasing mentions that he talked to some second years about the Lustrum, and wonders what Fortuna and LUC will be doing for their Lustra next year. Samuel responds that Fortuna and LUC are already working on the Lustra, and that Fortuna has set up a Lustrum Committee with LUC. Everyone wishing to join can email the Secretary of Fortuna. The planned reserve of €7,000 in the annual budget this year will be used for the Lustrum. Fortuna's own Lustrum Committee will be discussed in a coming board meeting.

Cris van Eijk asks if the annual budget is locked now, and if extra money is available for when committees wish to propose events outside of their own allocated budget. Samuel replies that within each separate committee budget, reallocation is still possible from one event to another. There are also funds for new committees or unforeseen costs, so there is still room for reallocations and new ideas.

Lena Volmer asks if Fortuna sees a problem in student representatives holding many votes via authorisation forms, especially in cases where they are voting on issues concerning themselves (such as the bylaws and statutes). Perhaps the representatives should not be promoted to be the go-to point to authorise another member for the GA. Samuel replies that Fortuna did not promote authorising the student representatives, but that they were an easy way to pick up authorisation forms and provide information about the GA. He does however state that this can be worked out better in the future.

Joris Broeders agrees with Lena, and would be worried if people leave everything to their student representatives when it comes to GAs in the future, as it will be harmful for involvement in Fortuna.

There are no more questions.

Closing:

Samuel thanks the members again for their presence and engagement.

The General Assembly is closed at 15:53 by Samuel.