



Introduction to the proposal

By means of this document I will show the ideas behind the proposal of the Board to change our current Rules of Procedure. But before I do so, I will explain what this proposal actually is and how it came about.

First of all, this is a proposal by the Board of Extra Muros. As part of the structural change we want to bring about in our term, we have responded to voices from members and former members about the problematic state of our Rules of Procedure. As a result, we have set up an experienced Focus Group, led by me, to prepare a proposal to solve the statutory problems. Since October 23, I have met with the Statutes Focus Group nine times. Now, almost 5 months later, we have accomplished two things.

The Statutes of Extra Muros consist of two documents: The Regulations (Dutch: Statuten) and the Rules of Procedure (Dutch: Huishoudelijk Reglement). Together we call these important documents our Statutes. The first thing we did concerns the Regulations. Changing the Regulations requires a two-thirds majority of the General Assembly and, more costly, a notary. Only the notarized Dutch version of the Regulations holds legal value. However, it was very problematically translated. The Statutes Focus Group translated our entire Regulations again. A side-by-side revised translation of the Regulations is now available on our website¹.

The second part of the Statutes of Extra Muros, our Rules of Procedure, may be altered by the General Assembly with a simple majority vote. In this case, not only the translation was problematic, but also the original Dutch document. We decide to rewrite the Rules of Procedure, but this time just an English one, since there's no need for a Dutch version in our international association. We have removed some articles, modified some, replaced some and added new articles. We've also changed the structure of the document. Do you want to have an overview what we changed exactly? Please have a look at the overview I made, which is also part of the documents for this General Assembly. Our current Rules of Procedure as well as the proposal are included too. Now I want to pick the five most important themes from our proposal and explain them.

First, we've created a statutory place for former members who want to stay involved in Extra Muros. Until now, their place was unclear and depended on administrative decisions. We think that should be different, so we came up with an article for Associate Members (Article 11 of the proposed Rules of Procedure). We make use of Article 5 of the Regulations, which already describes Donors who collect additional rights in the association in exchange for payment in the form of donations.

Second, Articles 12-17 of the proposed Rules of Procedure make sure General Assemblies will be held more intentionally and legitimately in the future.

¹ See: <http://www.extramuros.nl/statutes/>

Third, we wanted to arrange a better legal integration between the Regulations and the Rules of Procedure. In addition, we considered it appropriate to better lay down voting rights and voting procedures in the Rules of Procedure. The embodiment of these wishes are the new Articles 18-23 of the proposed Rules of Procedure.

Fourth, Article 24 of the proposed Rules of Procedure establishes that a fourth board member in the form of a Public Relations Officer is required. Article 35 describes the duties of this board position and replaces the article on a vice president.

Fifth, we came up with an Independent Committee. This replaces the Treasury Committee of the current Rules of Procedure. This Independent Committee is not only intended to maintain financial legitimacy, but also democratic legitimacy – which is now performed by our Independent Body (which is currently not laid down in our Statutes). We think combining both tasks and establishing this in the Rules of Procedure makes a lot of sense. This conclusion is reinforced by the fact that we make use of "the Committee" referred to by Article 13 of the Regulations. The proposed Independent Commission provides the necessary checks and balances for an association that wants to develop structurally. The Independent Committee is established by Articles 43-46 of the proposed Rules of Procedure.

In addition, we have managed to remove a lot of language errors, translation errors and incorrect legal references.

The Board and the Statutes Focus Group believe that implementing the changes proposed by us to the Rules of Procedure will benefit our Association. This is why we will make this proposal to the General Assembly on March 18, 2021. Do you already have substantive questions before then? I look forward to hearing from you.

Loïc Segers

March 5, 2021

President of Extra Muros

E.: president@extramuros.nl

T.: +31 6 18357110

W.: <http://www.extramuros.nl/>