

Stichting Cover Travel Foundation

Rules and Regulations

12 April 2016

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Part I

Definitions

1. In these regulations the following definitions apply:

Foundation: Stichting Cover Travel Foundation, registered with the Chamber of Commerce in Groningen with number 62172875

Association: Cover, registered with the Chamber of Commerce in Groningen with number 40026707

Constitution: the Foundation's Constitution

core records: all records of the Board

participant: any person who signs up to and/or attends an activity organised by a committee of the Foundation

Part II

The Board and its duties

General

Article 2.1

1. The Board represents the Foundation's interests and monitors compliance with the Constitution, and the Rules and Regulations.
2. The Board consists of at least a Chair, a Secretary, and a Treasurer. One of these last two takes on the duties of Vice Chair.
3. Each Board member is accountable for the performance of his or her duties and the policy conducted, primarily to the Board and secondarily to the Supervisory Board.
4. Representation of the Foundation by Board members, acting individually or jointly, requires a Board resolution.

Meetings, minutes, decision-making

Article 2.2

1. The Chair convenes Board meetings whenever the Chair sees fit, and will lead them. The Chair is also obliged to convene a meeting at the request of any other Board member.
2. The Chair may invite guests to attend Board meetings. Guests are not entitled to vote and can be asked to guarantee confidentiality.
3. The Secretary is responsible for taking minutes of every Board meeting. These minutes will at least include:
 - (a) a list of incoming and outgoing correspondence, except for trivial correspondence;
 - (b) indication of the items discussed at the meeting; and
 - (c) any resolution passed or ratified by the Board during the meeting.These minutes are to be approved at the next Board meeting.
4. The minutes of Board meetings will not be public. They may be inspected by interested parties or the Audit Committee only after a resolution of the Board. In such a case the Board may ask that confidentiality be guaranteed. The Supervisory Board will have access to the minutes at all times.
5. The Board should notify the Supervisory Board of any resolution it has passed or ratified within three calendar days after making the decision.

Duties of the Chair

Article 2.3

1. The Chair is in organisational charge of the Board.
2. The Chair convenes Board meetings.
3. The Chair monitors the implementation of all resolutions, supervises the execution of the Board's tasks, and is obliged to intervene in the event of gross negligence on the part of one of the Board members.

Duties of the Secretary

Article 2.4

1. In consultation with the Board, the Secretary conducts any correspondence of the Foundation.

2. The Secretary is responsible for taking minutes of Board meetings.
3. The Secretary manages the core records.
4. The Secretary coordinates activities relating to:
 - (a) producing annual reports;
 - (b) sending notices of meetings and letters to the Supervisory Board; and
 - (c) compiling the core records.
5. At the request of the Supervisory Board, the Secretary will send minutes and other documents that are relevant to the Supervisory Board to the members of the Supervisory Board.
6. The Secretary is responsible for notifying the Supervisory Board of resolutions passed or ratified during Board meetings.

Duties of the Treasurer

Article 2.5

1. The Treasurer collects funds, makes payments, and manages the Foundation's funds.
2. At the beginning of the financial year and whenever changes to an approved budget are needed, the Treasurer prepares a draft budget. This draft budget must be submitted to the Supervisory Board and the Audit Committee at least fourteen calendar days before the beginning of the Board meeting at which the budget may be approved by the Board.
3. The Treasurer is responsible for drawing up a balance sheet, and a statement of expenditure and income as referred to in Article 9(2) of the Constitution. The Treasurer will send the Audit Committee copies of these documents by the beginning of the period referred to in Article 9(1) of the Constitution at the latest.

Duties of the Vice Chair

Article 2.6

1. If the Chair is absent or unable to act, the Vice Chair will assume his or her rights and obligations.

Supervisory Board

Article 2.7

1. The purpose of the Supervisory Board is to provide the Board with solicited and unsolicited advice on all matters concerning the Foundation.
2. A member of the Supervisory Board cannot be part of the Board or any of the committees of the Foundation, with the exception of the Audit Committee.
3. A candidate for the Supervisory Board will be nominated by sitting members of the Supervisory Board, or by the Board, and will be appointed by the Board.
4. The Supervisory Board consists of a minimum of 2 and a maximum of 6 members.
5. Retirement is only possible after consultation between the Supervisory Board and the Board.
6. The Board and the Supervisory Board meet whenever the Chair of the Board sees fit. The Chair is also obliged to convene a meeting at the request of any other Board member or any member of the Supervisory Board.

7. The Supervisory Board has the right to approve or revert resolutions by the Board within 14 calendar days after being informed about them. The decision for approval or reversion of a resolution must be passed by an absolute majority of the members of the Supervisory Board and cannot be repealed.

Part III

Funds

Article 3.1

1. The Board or persons authorized by the Board can ask participants to contribute a fee to cover expenses made organising the activity the participants participate in.
2. The Foundation can accept donations, sponsoring, subsidies, contributions, and loans from the Association, organisations, and individuals for funding its activities.

Management of the funds

Article 3.2

1. The Treasurer of the Board administers the Foundation's funds.
2. The Audit Committee is entitled to make recommendations regarding the Foundation's financial administration.
3. No financial transactions may be executed until a budget for the current financial year has been approved by the Board.
4. The Audit Committee must be informed of and consulted about exceptional financial transactions, such as, but not limited, to expenses not defined in the budget.
5. In the event of a dispute between the Audit Committee and the Treasurer relating to transactions as referred to in Article 3.2(4), the Supervisory Board will decide.
6. The Treasurer must inform the Audit Committee as soon as there is evidence that one or more items on any budget approved by the Audit Committee will differ on the revenue or expenditure side by more than 25% or more than EUR 250 from the budgeted item. The Treasurer will inform the Audit Committee of the measures they intend to take to compensate for this difference. If the Audit Committee cannot agree with this suggestion for reorganizing the finances, then the Board must, within 14 calendar days, convene with the Supervisory Board to present and agree upon a supplementary budget.
7. Anyone who has a financial obligation to the Foundation, for whatever reason, can be charged collection costs, both judicial and extrajudicial.

Financial transactions between committees

Article 3.3

1. Financial transactions between committees must be made through the Foundation's account.
2. A committee is only authorized to make payments which serve to fulfil obligations the committee itself has entered into.
3. For its financial transactions, a committee may only use that account or those accounts which the Foundation has made available for that purpose.
4. The Board may, after consulting the Audit Committee, grant written exemption from the provisions of Article 3.3(1-3). This exemption must contain a detailed account of the transactions or payments for which the exemption has been granted.

Part IV

Committees

Audit Committee

Article 4.1

1. The Audit Committee is responsible for auditing the management of the Foundation's funds, as set out in Article 9(3) of the Constitution.
2. If the Audit Committee chooses to make recommendations as specified in Articles 2.5(2), 3.2(2), 3.2(4) and 3.2(6), they are required to report these recommendations to the Board and the Supervisory Board.
3. A candidate for the Audit Committee will be nominated by sitting members of the Audit Committee, or by the Supervisory Board, or by the Board, and will be appointed by the Board.
4. The Audit Committee consists of a minimum of 2, and a maximum of 6 members.
5. Retirement is only possible after consultation between the Audit Committee and the Board.
6. The Audit Committee submits a written report of its findings to the Board. Then this report, signed by all members of the Audit Committee, must be handed over to the Secretary of the Board.

Other Committees

Article 4.2

1. The Board is entitled to appoint Committees that execute tasks of the Board. However, the Board remains responsible.
2. A resolution appointing a Committee will include:
 - a. the names of its members;
 - b. any offices of its members;
 - c. a description of its tasks; and
 - d. any more specific rules for its working procedure.
3. If a Committee consists of more than two individuals, it must at least have a Chair.
4. In the event of a difference of opinion between a Committee and the Board, the Board will decide.
5. The Board may relieve (a member of) a Committee of its task at any time.
6. (Members of) Committees are relieved of their responsibilities upon being granted discharge by the Board.

Part V

Other provisions

Discipline

Article 5.1

1. The Board, the Supervisory Board, and any Committee must not prejudice the interests of the Foundation and must comply with the Constitution, and the Rules and Regulations.
2. If a person fails to comply with the Constitution or the Rules and Regulations, sanctions may be imposed by resolution of the Board.

Amendments to the Rules and Regulations

Article 5.2

1. Amendments can be made to these Rules and Regulations only by means of a resolution passed at a meeting of the Board, with a two-thirds majority of the number of valid votes cast.
2. A proposal to amend the Rules and Regulations may be put forward by any member of the Board, the Supervisory Board, and any Committee.
3. A proposal for amendment must be submitted to the Board in writing. The proposal for amendment will be added to the agenda of the next Board meeting.

Final provision

Article 5.3

1. In matters for which these Rules and Regulations do not provide, or in cases where there is a difference of opinion about the interpretation of these Rules and Regulations, the Board will decide.