# Internal Regulations CHEOPS, Study Association of the Built Environment

As authorized by the General Members Meeting of June 24, 2019



# INDEX

# A. GENERAL PROVISIONS

Article 1: Introduction

Article 2: Objectives of the association

#### **B. ORGANIZATION**

Article 3: Components of the association

#### C. MEMBERSHIP

Article 4: Membership of the association Article 5: Rights and duties of the members

#### D. BOARD

Article 6: General provisions board

Article 7: Board members

Article 8: Board meeting

Article 9: Financial accountability

## E. GENERAL MEMBERS MEETING

Article 10: Convening the General Members Meeting

Article 11: Rights and duties of the General Members Meeting

Article 12: Voting during the General Members Meeting

#### F. COMMITTEES

Article 13: General provisions committees

Article 14: Educational committees

Article 15: Course related committees

Article 16: Leisure committees

Article 17: Facilitary committees

Article 18: Board transmission committee

Article 19: Advisory council

Article 20: Audit committee

### **G. INITIATIVES**

Article 21: General provisions initiatives

# H. ACTIVITIES

Article 22: Registration

Article 23: Drawing procedure

# I. OTHER PROVISIONS

Article 24: House style

# J. SECTION ASSOCIATIONS AND PODIUMS

Article 25: General provisions Section associations and podiums

Article 26: Section associations

Article 27: Podiums

Article 28: CHEOPS-Section association-Podiums-Consult

Article 29: Contribution distribution

#### K. FINAL PROVISIONS

Article 30: Final provisions



# A. GENERAL PROVISIONS

#### **Article 1: Introduction**

1. This Internal Regulations of CHEOPS, study association of the Built Environment of the Eindhoven University of Technology, has been prepared in accordance with the Articles of Association of the association dating from January 3, 2006. The Internal Regulations is complementary to the legal Articles of Association.

## Article 2: Objectives of the association

- 1. The association aims to promote the interests of the students of the Faculty of the Built Environment of the Eindhoven University of Technology, in accordance with article 2 of the Articles of Association.
- 2. The main objectives arising from this are:
  - Promoting knowledge of and interest in the discipline of the Built Environment,
  - Monitoring and improving the quality of the education,
  - Providing additional services concerning the education,
  - Offering the possibility for all members to develop themselves in other skills than those only connected to the Built Environment,
  - Improving social relations between members.
- 3. The primary means to achieve the main objectives are:
  - Organizing numerous activities, convening every subject area.
  - Informing studying members and upcoming students of the Built Environment, parents and companies on activities and developments within education, the faculty and the association.
  - Maintaining contact with institutions, companies and foundations which are relevant to the association.

# B. ORGANIZATION

#### Article 3: Parts of the association

- 1. The association consists of the following parts:
  - Board
  - General Members Meeting
  - Committees
  - Section associations and podiums
- 2. CHEOPS is the umbrella association of some Section associations and podiums, referred to in Article 25 and 26 of this document, on the Faculty of the Built Environment at the Eindhoven University of Technology.
- 3. CHEOPS will be referred to as 'the association' in this document. If in relation to the Section associations and podiums any uncertainty arises, CHEOPS will be referred to as the 'main association' in accordance with Article 4.

# C. MEMBERSHIP

#### Article 4: Membership of the association

- 1. Ordinary members shall be those members, according to Article 5 Section 2 of this document, who are registrated as student or as external student at the Education and Student Service Center (STU) of the Eindhoven University of Technology at the Faculty of the Built Environment.
- 2. Active members shall be those persons who are part of a committee, work group or initiative of the association and/or those who are a board member of a section association of the main association.
- 3. Extraordinary members shall be persons; who are employees and former employees of the Faculty of the Built Environment, persons who have studied at the Faculty of the Built Environment, persons who have been ordinary members of the association and companies/institutions/legal persons who are in any way connected with the Built Environment.
  - a. Ordinary and extraordinary members shall be suspended if they do not meet their



- contribution obligations, at the first General Members Meeting of a new association's year. The suspension shall be lifted with immediate effect if the contribution obligation has been fulfilled.
- b. They who are member of the association, in accordance with section 1, and no longer wish to be, may inform the board.
- c. Termination of the membership by declining membership does not imply remission of the financial obligations of the current year.
- 4. Honorary members are appointed as such by virtue of their special merits for the association by the General Members Meeting, in accordance with Article 5 Section 2 of the Articles of Association.
  - a. The honorary membership shall be entered into for indefinite period.
  - b. Honorary members have the same rights as ordinary members.
  - c. Honorary members shall be involved in specific activities of the association and receive publications free of charge.

# Article 5: Rights and obligations of the members

- 1. Every member is entitled to participate in all activities, organized by the association or involving participation of the association, with due observance of the conditions laid down in Article 21 of this document.
- 2. Ordinary and extraordinary members shall be required to pay the contribution in the required manner prescribed by the board.
- 3. Damage caused by a member to third parties cannot be passed onto the association, unless the board or the General Members Meeting decides otherwise.
- 4. Damage caused by a member to the association can be passed onto the member, on decision of the board or the General Members Meeting.

# D. BOARD

#### Article 6: General provisions board

- 1. The board acts according to the guidelines provided by the General Members Meeting.
- 2. The board shall regularly provide information to the members on its acts and omissions and endeavors to be as open as possible.

## **Article 7: Board members**

- 1. The board members shall be appointed among candidates, subscribed as such at the current board, at least ten working days prior to the General Members Meeting in which one or more board members shall be appointed.
- 2. The board shall consist of at least three persons, this being a chairman, a secretary and a treasurer, in accordance with Article 12 of the Articles of Association.
- 3. Those permanent functions and possible extra functions can be described as follows:
  - a. The chairman shall monitor the implementation of the administrative agenda and the association's policy, maintain contact with third parties, perform temporary functions, and ensure the convocation of board meetings and General Members Meetings, which he also presides.
  - b. The secretary shall ensure the minutes of the board meetings and General Members Meetings, take care of incoming and outgoing mail, is responsible for the member administration, and also maintains contact with third parties. In addition he shall coordinate the association's publicity.
  - c. The treasurer shall be responsible for the accounting of the association, provide the General Members Meeting an insight into the accounting, and monitor the financial affairs within committees, Section associations and podiums.
  - d. The commissioner of education shall supervise the education consultations, review the current situation in terms of education, attend other relevant education related activities, and maintain contact with education related contacts.



- e. The commissioner of Professional Relations shall be responsible to maintain and improve the network of professional contacts. Furthermore, he shall coordinate and guide the professional contacts of the different committees and follow the situation in terms of professional activities in order to improve the professional offer.
- f. The commissioner of public relations shall be responsible to maintain and renew contacts with companies, institutions and media regarding the acquisition of sponsor funds and to acquire publicity. Furthermore, he shall coordinate and guide the sponsorship and media contact of various committees.

## Article 8: Board meeting

- 1. The board shall meet at least once every two weeks, except during the academic holiday.
- 2. The board meeting shall enter into force if at least half of the board members are present.
- 3. The decision making in the board takes place in the board meeting, in compliance with the exceptions mentioned in Article 16 of the Articles of Association.
- 4. The minutes of the board meeting are not accessible for non-board members until the end of the administrative period, unless the board decides otherwise. Board members of Section associations and members of the association supporting committees, as listed under Article 13 Section 7 of this document, may see the minutes at all times, they shall handle its contents confidentially.
- 5. The information from the minutes of the board meeting relevant to the Section associations and podiums shall be transferred to them either in writing or orally.

#### Article 9: Financial accountability

- 1. If the board wants to finance a one-off expenditure from equity, without expecting to recover the expenditure within one year, it must obtain approval of the General Members Meeting.
- 2. The board shall provide a complete overview of the financial situation to the audit committee at least twice a year.
- 3. The board needs the approval of the General Members Meeting, in accordance with Article 14 of the Articles of Association, for:
  - a. The execution of expenditure exceeding the amount of  $\leq 10.000$ .
  - b. Undertaking commitments exceeding the amount, in monetary terms of €10.000.
- 4. If the budget of an activity or a publication exceeds the amount of €5.000, the budget must be presented at the General Members Meeting.

## E. ALGEMENE LEDENVERGADERING

#### **Article 10: Convening the General Members Meeting**

- 1. The gathering of the General Members Meeting shall occur by the disclosure of; the preliminary agenda of the meeting, the date of the meeting, and the time and place of the meeting.
- 2. The General Members Meeting shall be convened by means of:
  - a. Sending an e-mail to every ordinary member at least two weeks before to the General Members Meeting.
  - b. Publishing an announcement on the website of the association.
  - c. Hanging posters on bulletin boards the association has at its disposal.
  - d. Publishing an announcement on faculty publication platforms the association has at its disposal.
- 3. The General Members Meeting where a board changeover occurs, shall be convened by means of:
  - a. The measures mentioned in section 2.
  - b. Sending a written announcement to every active member and all former board members who are still studying.

## Article 11: Rights and duties of the General Members Meeting

- 1. The General Members Meetings may not be held during the academic holidays, in accordance with Article 18, Section 1 of the Articles of Association, on Saturdays, Sundays or generally recognized public holidays and memorial days. As regards other holidays and memorial days the board decides.
- 2. The documents handled by the General Members Meeting shall be made available at least five



- working days prior to the General Members Meeting.
- 3. Every member present at the General Members Meeting, including guest, should sign an attendance list.
- 4. The chairman has the right, after warning, to deny a member the right to speak and to remove a member from the meeting to maintain order. The member can call upon the judgement of the General Members Meeting. On appeal to the judgement of the General Members Meeting, the chairman must let the General Members Meeting make clear its opinion by show of hands.
- 5. Without permission of the chairman a member shall not be allowed to speak. The chairman does not have to accord the right to speak to the same person more than three times, except an appeal to the General Members Meeting.

## Article 12: Voting during the General Members Meeting

- 1. There are three possibilities when voting. This being in favor, against and to abstain from voting.
- 2. When spoken of an absolute majority of the valid votes cast, a majority of voters in favor against voters against is meant, as referred to in Article 19 Section 3.
- 3. During the General Members Meeting voting can take place orally or by show of hands, unless the board or five members present prefer written voting.
- 4. Voting of people occurs in writing, unless just one candidate is addressed per job vacancy.
- 5. Votes in writing shall take place only on certified notes. The procedure established by the chairman must be fulfilled.
- 6. Written votes are anonymous.
- 7. Decisions taken by the General Members Meeting are binding for the members and executive organs of the association, if at least ten percent of the members are present. If less than ten percent of the ordinary members are present, the decisions shall be binding until the next General Members Meeting. During this General Members Meeting the subject can be put into a vote at the request of one of the members. Such request must be submitted to the board at least ten working days prior to the General Members Meeting. The result of the second vote replaces the result of the previous vote then, and only then, if at least ten percent of the ordinary members are present at the vote. If a second vote does not take place, then the original decision is automatically binding as if taken by a quorum.
- 8. By voting in writing or notifying opinion in absence from the General Members Meeting a present person can be empowered by the following procedure: A letter has to be filed to the secretary containing the name of the authorized person, the date of the meeting on which the authorization applies and the concerning agenda item, notification of hindrance, and an authorization to the person concerned. A person shall only be authorized for one person at the General Members Meeting.

## F. COMMISSIES

## **Article 13: General provisions committees**

- 1. A committee exists of at least two members.
- 2. The board shall provide a board member in the committee, with the exception of the association supporting committees.
- 3. Every committee aims to pursuit at least one of the main objectives of the association, as referred to under Article 2 Section 2 of this document, with the exception of the association supporting committees.
- 4. Before spending the committee has to submit a budget with an activity plan to the board for approval. This can only be deviated from by approval of the board.
- 5. If expenses have been made without the approval of the board, then the board and the General Members Meeting shall determine measures that need to be taken.
- 6. The committees of the main association can be divided into the following categories:
  - Educational committees
  - Course related committees
  - Leisure committees
  - Facilitary committees
  - Association supporting committees



- 7. Association supporting committees will be appointed during a General Members Meeting, and are:
  - Board transmission committee
  - Advisory council
  - Audit committee

No special rights derive from membership of the association supporting committees, with the exception of the right of insight as referred to in Article 8 Section 4 of this document.

#### **Article 14: Educational committees**

1. The educational committees represent and support the students of the faculty of the Built Environment of the Eindhoven University of Technology relating education matters.

#### **Article 15: Course related committees**

- 1. Course related committees shall provide professional activities relating the study of the Built Environment.
- 2. The editorial committee shall ensure the publication of a house magazine on behalf of the association, at least three times a year. The name of the house magazine is 'Chepos'.

#### **Article 16: Leisure committees**

1. Leisure committees aim to organize several activities where members can come into contact with each other in an informal way.

## **Article 17: Facilitary committees**

1. Facilitary committees shall support the association, the board and the committees.

#### Article 18: Board transmission committee

1. The association has a board transmission committee consisting of the members of the board prior to the current board. This committee shall ensure a proper information transfer and shall also supervise the current board.

## Article 19: Advisory council

- 1. The association has an advisory council to support the tasks of the board. The tasks of the advisory council are:
  - a. To support the board in establishing and maintaining the policy of the association.
  - b. Ensuring compliance, evaluation and maintenance of the Articles of Association and the Internal Regulations in collaboration with the current board.
- 2. The advisory council consists of at least three members of the boards previous to the current board, possibly complimented by them who, on the basis of their (managerial) experience, can and will contribute to the advisory council.
- 3. The advisory council shall elect from among its members a chairman, who also shall liaise with the current board.
- 4. The board initiates meetings with the advisory council. If the advisory council deems necessary, it can initiate contact, and also meet separate from the board.

## Article 20: Audit committee

- 1. The audit committee is appointed according to Article 17 Section 3 of the Articles of Association.
- 2. They will be appointed for a period of one financial year.

## G. INITIATIVES

# **Article 21: General provisions initiatives**

- 1. An application for an initiative may be submitted at any time.
- 2. An initiative consists of at least two members.
- 3. The board shall provide a board member, who shall monitor the initiative.
- 4. Every initiative pursuits at least one of the main objectives of the association, referred to in Article 2 Section 2 of this document.
- 5. An initiative may only start if the following facets are filed by the initiators and if these are



## approved by the board:

- The name of the initiative
- The expected number of initiative members
- The content of the initiative
- The expected date of the activity/activities
- A budget
- A motivation
- 6. These facets, referred to in Article 21 Section 5 of this document, may only be deviated from by approval of the board.
- 7. An initiative shall be removed after it has completed the intended activity or, in the case of multiple activities, after a year of existence.

# H. ACTIVITIES

## Article 22 - Registration

- 1. The registration term of an activity is at least five working days.
- 2. Withdrawal of registration may take place during the period of registrations and the withdrawal period. After the end of the withdrawal period withdrawal may only take place with permission of the board, otherwise the participant is obligated to the financial liabilities.
- 3. Notice of an activity shall appear on the suitable publication means at the latest on the first day of the registration period.
- 4. The participation list and the web shop should include: the registration period, the withdrawal period, the date(s) of the activity, possibly addressed requirements for participation, and the maximum number of participants.
- 5. The registration shall be valid if the possibly addressed requirements have been met. These may include:
  - a. Learning requirements
  - b. Financial requirements
  - c. Other requirements
- 6. The organizing committee members and the responsible board member(s) shall be assured of participation if the nature of the activity so permits.
- 7. The board or the organizing committee shall announce which students may participate in the activity at least five working days after the end date of the registration period.
- 8. The board may deviate from the above points in exceptional circumstances.

## Article 23 – Drawing procedure

- 1. When the registrations exceed the maximum number of participants, a drawing will be held.
- 2. The drawing shall be public. All registrated students of the activity shall be notified of when and where the drawing will take place.
- 3. The registrated students will be divided into groups ranked on the basis of the number of times they participated the concerned activity over the past three years. These groups will be arranged in sequence from the least to the most number of participations.
- 4. When a student participated in an activity as committee member or responsible board member it shall not count as participation.
- 5. The groups shall participate in order of the ranking according to Section 3. When a group is too large to fully participate, a non-weighed drawing will take place.
- 6. When an experienced field of participants is sought, the group, as defined in Section 5, will be classified by the number of years a participant has been studying Built Environment at the Eindhoven University of Technology. These groups will be arranged in sequence from the most to the least number of learning years. The groups shall participate in order of the ranking. When a group is too large to fully participate, a non-weighed drawing will take place within this group.
- 7. Students who take part in a masters or transition program, yet do not follow or did not attend their Built Environment bachelor at the Eindhoven University of Technology, will receive three years added to their number of years they have been studying at the faculty.
- 8. In case of registration in groups:
  - a. The average number the group members participated the relevant activity shall count for the whole group.



- b. The average number of learning years of the group members shall count as learning year of the group.
- 9. Excluded members shall be designated as standby participant in the order of the drawing.
- 10. In exceptional circumstances the board shall decide to deviate from the above points.

## I. OTHER PROVISIONS

#### Article 24: House style

- 1. The house style of the association consists of the following components:
  - a. The CHEOPS-logo
  - b. The name of the association written in capitals
  - c. The prominent presence of the CHEOPS-letters
  - d. The font 'Source Sans Pro'
  - e. The color green (CMYK: 61/0/100/0)
- 2. The house style is applied on the means of communication of the association, in particular:
  - a. The letter paper
  - b. The website
  - c. Several newsletters
  - d. The e-mail layout
  - e. Brochures and leaflets
  - f. The accommodation of the association
  - g. Posters and leaflets

## I. SECTION ASSOCIATIONS AND PODIUMS

# Article 25: General provisions Section associations and podiums

- 1. Members of the main association may establish a Section association or a podium. A proposal to this, in which the objectives are formulated, must be approved by the main association's General Members Meeting.
- 2. The activities of the Section association or the podium must arise from its objectives.
- 3. The Section association or the podium shall not act contrary to the Articles of Association and/or Internal Regulations of the main association.
- 4. On request of the main association, the Section association or the podium is obligated to clarify its conduct at all times.
- 5. A Section association or a podium shall be granted the status 'being established' (in oprichting), in accordance with Article 21 Section 9 of the Articles of Association. In the first year, it does not have to fulfill the requirements set in this article. If it can prove its continuity and fulfill all requirements set in this article after one year, it will become a full Section association or podium.
- 6. The board of the main association has the right of insight of the Articles of Association of the Section association or the podium and treats the contents as confidential.
- 7. If the board of the main association considers certain activities of the Section association or the podium as harmful for the main association, or when it assumes mismanagement, it is authorized to; discontinue certain activities, suspend the board of the Section association or the chairman of the podium, or act otherwise.
- 8. If the Section association or the podium and the board of the main association cannot reach agreement on any matter, the General Members Meeting of the main association will decide.
- 9. The Section association or the podium may use the facilities available to the main association in consultation with the board of the main association.

#### **Article 26: Section associations**

- 1. A Section association is a formal association, according to Article 21 Section1 of the Articles of Association. The activities it organizes are focused on the subject area of one or more master's specializations or programs of the Faculty of the Built Environment, which is not already addressed.
- 2. The current Section associations are:
  - KOers (master specialization Structural Design)
  - of CoUrsE! (master program Construction Management and Engineering)



- SERVICE(master specialization Real Estate Management & Development)
- VIA Urbanism (master specialization Urban Design & Planning and master specialization Design & Decision Support Systems)
- AnArchi (master specialization Architectural Urban Design and Engineering)
- Mollier (master program Building Services and master specialization Physics of the Built Environment)
- 3. The Section association must provide its own financial means, in accordance with Article 21 Section 5 of the Articles of Association.
- 4. The financial obligations of a Section association are:
  - a. A general budget must be submitted at the board of the main association at least ten working days before the start of the financial year of the relevant Section association.
  - b. An interim report of the relevant Section association must be submitted at the board of the main association midway through the year.
  - c. The final settlement of the relevant Section association must be submitted at the board of the main association at least five working days before the General Members Meeting in which the settlements of these Section associations must be approved.

#### **Article 27: Podiums**

- 1. A podium organizes professional activities from the main association. These activities focus on the subject area of one or more master specializations at the Faculty of the Built Environment, which is not already addressed.
- 2. A podium has no board and no members. Every academic year a podium shall appoint a chairman who maintains contact with the board of the main association and thirds.
- 3. If a podium becomes ungovernable, because it cannot anticipate in the vacant management positions, the board of the main association shall ensure to handle the ongoing activities.
- 4. There is currently no podium.
- 5. The financial means of a podium are:
  - a. The board of the main association manages the balance of the podium. The financial means for activities come from the balance of the podium.
  - b. Before doing expenditure, the podium must submit a project plan with a specific budget and a go/no-go date at the board of the main association, which must be approved by the board of the main association. This project plan must be submitted at least ten working days prior to the go/no-go date. Ultimately on the go/no-go date the board of the main association decides, in consultation with the chairman of the podium, on the basis of the project plan, whether the project may proceed. By completion of every activity the podium submits a settlement to the board of the main association.
- 6. A podium makes an annual settlement which is submitted to the board of the main association that ensures the cash audit two months prior to the current financial year of the main association.
- 7. If commitments are contracted without approval of the board of the main association, this board shall decide, subject to the General Members Meeting on the measures that need to be taken.

#### Article 28: CHEOPS-Section association-Podiums-Consult

- 1. The CHEOPS-Section association-Podiums-Consult, as intended in Article 21 Section 7 of the Articles of Association, applies to a consultative body between representatives of the different boars of as well the Section associations as the main association and the chairmen of the podiums.
- 2. At every CHEOPS-Section association-Podiums-Consult at least one member of every boards and the chairmen of the podium must attend.
- 3. The main association is an intermediary on communication between the Section associations and podiums and the Faculty of the Built Environment, as well as on communication with several academic bodies such as the Federation Study associations Eindhoven.
- 4. The organization of several foreign trips should occur with proper consultation and dialogue, so overlap in terms of content is prevented as much as possible.

#### **Article 29: Contribution distributions**

1. Per year the Section associations and podiums receive an amount, determined by the main association, from the membership fee of the members of the main association. This amount shall be



distributed among the Section associations and podiums according to the distribution key below in accordance with Article 21 Section 5 of the Articles of Association.

- Total contribution received by the main association = X
- Total contribution Section associations and podiums = X/3 = Y
- Distribution Section associations and podiums:
  - Contribution basic amount = Y/4
  - Contribution in response to number of members = Y/4 = L
  - Contribution in response education- and professional activities = Y/2 = A
- All Section associations and podiums receive a proportional part of the contribution basic amount.
- All Section associations receive a part of the contribution in response to their number of members calculated according to the below formula.

$$L_{subassociation} = \frac{members\ specific\ subassociation}{total\ number\ of\ members\ subassociations} ullet L$$

 All Section associations and podiums receive a part of the contribution in response to their professional- or educational activities calculated according to the below formula.

$$A_{subassociation/podium} = \underbrace{\begin{array}{c} \text{points activities specific subassociation or podium} \\ \text{total amount of points activities subassociations or podiums} \end{array}}_{} \bullet A$$

The valuation of points follow the below scheme, with a maximum of 40 points per Section association or podium.

Valuation of points education- or professional activities	
1 point	reading/ subject reviews/ small education related activity/ exhibition/
	section afternoon/ master exhibition
2 points	workshop/ project week
3 points	Symposium
5 points	Magazine
2+N* points	(multi-day) excursion

<sup>\*</sup>N = number of overnight stays, per overnight stay 1 point shall be obtained.

A maximum total amount of 10 points can be granted to an excursion.

It should be noted that with the valuation of points the lustrum activities shall be excluded and is about the importance of the added value for the participating student, hence not about leisure activities.

- 2. The board of the main association decides when the contribution will be paid, in consultation with several Section associations and podiums.
- 3. The provided amount of contribution should be spent on professional or educational activities, in accordance with Article 21 Section 5 of the Articles of Association. If these conditions are no longer fulfilled, the board shall decide, subject to the General Members Meeting on the measures that need to be taken.
- 4. When an activity is organized by one or more Section associations and/or podiums, each association shall receive the amount of points granted to the activity according to the above scheme.

## K. FINAL PROVISIONS

#### **Article 30: Final provisions**

- 1. Documents shall be made available at the association area of the association, as determined by this document.
- 2. Proposed changes of this document shall be made available for all members at least five working days prior to the General Members Meeting in which these changes will be handled.
- 3. Amendment of this document may only occur if at least two-thirds of the present persons with voting rights approve the adjustment, in accordance with Article 26 Section 1 of the Articles of Association.
- 4. These Internal Regulations shall enter into force immediately when the General Members Meeting approves them.
- 5. After approval of the amendment of these Internal Regulations the board ensures the old copies



- will not be brought into circulation. The interested parties should receive a modified copy as soon as possible.
- 6. The board is responsible for explaining the Articles of Association and the Internal Rules.
- 7. Everywhere in this Internal Regulation where the male person indication is used, a person of female gender as well as male gender could be intended.
- 8. In all cases the Articles of Association and/or these Internal Regulations do not anticipate/provide, the board shall decide, subject to the General Members Meeting.