

## **ARTICLES OF ASSOCIATION**

Today, twenty-three July two thousand and nineteen, appeared before me, Eddy Dick de Jongh, civil-law notary practising in Dronten:

1. Ms **Sandra de Kruijf**, residing at xxxx xx Utrecht, xxxxxxxxxxxxxx xxx x, born in Nieuwegein on twenty-seven August nineteen hundred and ninety-seven, unmarried and not registered as a partner, whose identity I, civil-law notary, have established by means of an identity card with the number xxxxxxxxx, issued in Nieuwegein on thirty-one July two thousand and fifteen;
2. Ms **Ymke Verploegen**, residing at xxxx xx Utrecht, xxxxxxxxxxxxxxxxxxxxxxxxxxxxxx xx x, born in Nijmegen on thirty May nineteen hundred and ninety-eight, unmarried and not registered as a partner, whose identity I, civil-law notary, have established by means of an identity card with the number xxxxxxxxx, issued in Utrecht on twenty-three October two thousand and seventeen.

who are acting in the capacity of chair and secretary, respectively, of the association: "**Albion**", **Association for English students at Utrecht University**, established in Utrecht, having its principal place of business at Trans 10, 3512 JK Utrecht, registered in the commercial register of the Chamber of Commerce under number 40482176, and, as such, legally representing that Association in accordance with the provisions of Article 17, paragraph 4 of its Articles of Association.

The persons appearing, acting in the abovementioned capacities, declared:

- that, on **twenty-four April two thousand and nineteen**, the General Assembly of the Association took place, for which the relevant regulations of the Articles of Association for convening meetings had been observed, and with regard to which it had been indicated that a motion to amend the Articles of Association would be discussed;
- that, however, the quorum required for an amendment to the Articles of Association according to Article 17, paragraph 3 of the Articles of Association was not met, as evidenced by an extract from the minutes of that Assembly that has been attached to this deed, in connection with which, pursuant to the provisions of Article 17 of the Articles of Association, a second Assembly became required;
- that the latter Assembly – which assembly was also convened with due observance of all the relevant regulations of the Articles of Association – was held on **twenty-six May two thousand and nineteen**;
- that the latter Assembly voted in favour of the intended motion to amend the Articles of Association by the required majority, as is evidenced by the extract from the minutes of that Assembly that has been attached to this deed, as a result of which, therefore, the relevant amendment to the Articles of Association can be effected, which effectuation will take place by means of this deed;
- that the persons appearing, acting in the abovementioned capacities, declared that, in accordance with the adopted motion, they hereby wish to establish that the Articles of Association as laid down before E.D. de Jongh, civil-law notary in Dronten on **twelve July two thousand and eighteen**,

will be amended in its entirety and will come to read as follows:

## **“Name and registered office**

### **Article 1.**

1. The name of the Association is: "Albion", Association for English students at Utrecht University.
2. Its registered office is in Utrecht.

## **Term and association year**

### **Article 2.**

1. The Association is formed for an indefinite period of time.
2. The association year runs from one September to thirty-one August.

## **Objectives**

### **Article 3.**

1. The objective of the Association is to represent the interests of its members.
2. The Association seeks to achieve its objectives by:
  - a. organising social and cultural events such as parties and excursions;
  - b. other legal means.

## **Members and honorary members**

### **Article 4.**

1. The Association will have members and honorary members.
2. Pursuant to a resolution of the General Assembly, other (temporary) forms of structural involvement in the Association can be established. The provisions of Article 17, paragraphs 1, 2 and 3 will apply by analogy to such a resolution.

### **Article 5.**

1. Those who are or used to be enrolled as students of English Language and Culture (formerly *Engelse Taal en Cultuur*) at Utrecht University, as well as those who work or used to work within the English faculty as a lecturer or assistant, can become members of the Association.
2. The Board keeps a register in which the names and addresses of all of the members are recorded.

## **Admission, acquisition of the membership**

### **Article 6.**

1. The Association sets no requirements for prospective members than those referred to in Article 5, under 1.
2. Those who wish to acquire the membership must register with the secretary.

## **End of the membership**

### **Article 7.**

1. Membership ends as follows:
  - a. on the death of the member;
  - b. on termination by the member;
  - c. on notice of termination on behalf the Association. This may take place if members no longer meet the membership requirements as set out in the Articles of Association, if they fail to fulfil their obligations towards the Association or the Association cannot reasonably be required to allow membership to continue;
  - d. on disqualification. Members can only be disqualified if they act in violation of the Articles of Association, rules or resolutions of the Association, or

unreasonably prejudice the Association, or bring the Association into discredit through their behaviour.

2. Termination on behalf of the Association will be carried out by the Board.
3. Members and the Association can only terminate the membership at the end of an association year and with due observance of a notice period of four (4) weeks. However, membership may be terminated immediately if the Association or the member cannot be reasonably required to allow the membership to continue.
4. A termination in violation of the provisions of the preceding paragraph will end the membership at the earliest possible time following the date by which the membership was terminated.
5. In addition, the member can terminate the membership with immediate effect:
  - a. within one month of being informed of a resolution through which the rights of the members are restricted or their obligations are increased. In such case, the resolution will not apply to the relevant member. However, members are not authorised to terminate their membership in order to prevent a resolution that results in an increase in members' financial obligations from applying to them.
  - b. within a month of being informed of a resolution to convert the Association into another legal form or a resolution for a merger.
6. Disqualification from membership will be carried out by the Board.
7. Where the Association decides to terminate membership on the grounds that it cannot be reasonably expected to allow the membership to continue and where a decision is made to disqualify a member from membership, the relevant person has the right to lodge an appeal with the General Assembly within one month after receiving notice of the decision. To that end, the relevant person must be notified of the decision in writing or via a similar medium as soon as possible, stating reasons. The relevant member will be suspended during the appeal period and pending the appeal.
8. If membership ends in the course of an association year, the relevant member will nevertheless owe the full amount of the below contribution.

## **Honorary members**

### **Article 8.**

1. Honorary members of the Association are those who have been offered an honorary membership and have accepted that.  
They are not members in the terms of the law, unless they also meet the membership requirements.
2. The honorary membership ends through death or upon termination by the honorary member or termination by the Association.
3. Honorary members have the right to attend all the activities of the Association, which includes board meetings.

## **Contributions**

### **Article 9.**

1. The members and donors are obliged to pay an annual contribution, the amount of which will be determined by the General Assembly.
2. This contribution will be paid upon commencement of the membership.
3. Pursuant a resolution to that end by the General Assembly, special charges may be imposed on members. The standing rules contain further provisions on the circumstances in which and how this can be done.

## **Governance**

### **Article 10.**

1. The Board consists of a minimum of three and a maximum of ten persons, who will appoint a chair, a treasurer and a secretary from their number, while the other board members will hold the position of commissioner.
2. a. The General Assembly will appoint the board members from among the members of the Association. In the case of the chair, the General Assembly may also appoint someone from outside the Association. The General Assembly determines the number of board members. b. The chair, secretary and treasurer will form the executive board. The executive board will take those decisions that cannot be postponed until a regular board meeting. At the next board meeting, the chair will report on the decisions taken by the executive board and the reasons it has come to those decisions. c. The Board may appoint board members as commissioner or replace them in the interim. The Board will announce vacancies by means of the bulletin board of the institute or via a similar medium. The possibility of filing an objection, along with the candidacy envisaged by the Board, will also be announced by means of the aforementioned bulletin board or similar medium.
3. The General Assembly may suspend and dismiss board members at all times, stating reasons. With regard to a suspension or dismissal, the General Assembly will decide by a majority of at least two-thirds of the votes cast.
4. Board members are appointed for a maximum of one year. A retiring board member is immediately eligible for reappointment. In the event that the position of chair becomes vacant early, the treasurer will act as such.
5. An incomplete Board will retain its administrative authority.
6. In the event of early retirement of the treasurer, he or she will account for the policy conducted by him or her at the meeting at which the appointment of his or her successor is discussed, except in the event of an extension granted by the General Assembly.

## **Board's duties**

### **Article 11.**

1. Subject to the restrictions under the Articles of Association, the Board is charged with the management of the Association.
2. If the number of board members falls below three, the Board will still be authorised to adopt resolutions. It must, however, convene a General Assembly as soon as possible to discuss the filling of the vacancy or vacancies.
3. The Board is authorised to have certain elements of its duties performed under its responsibility by committees that will be appointed by the Board.
4. Provided that it has the approval of the General Assembly, the Board is authorised to resolve to enter into agreements concerning the purchase, sale or encumbrance of property subject to registration, and to enter into agreements through which the Association commits itself as surety or joint and several debtor, warrants performance by a third party or provides security for the debt of a third party. The absence of this approval can be invoked against third parties.
5. The Board also requires the approval of the General Assembly for resolutions concerning the following:
  - I. Performing legal acts and making investments that exceed an amount or value as determined in the standing rules, without prejudice to the provisions under II below;

- II. a. renting, letting and otherwise acquiring or making available the use or enjoyment of immovable property;
- b. entering into agreements through which the Association is granted a bank loan;
- c. lending and borrowing money, which excludes the use of a bank loan granted to the Association;
- d. reaching settlements;
- e. instituting legal proceedings, including arbitration proceedings, with the exception of taking precautionary measures and taking legal action which cannot be postponed;
- f. entering into and amending employment agreements.

The absence of this approval cannot be invoked against third parties.

## **Representation**

### Article 12.

Without prejudice to the provisions of Article 11, the Board will represent the Association at law and otherwise.

Representative authority is jointly vested in two board members acting jointly, and the chair.

## **Annual report, accountability**

### Article 13.

1. All powers within the Association that have not been assigned to the Board by law or under the Articles of Association accrue to the General Assembly.
2. Every year, at least one General Assembly will be held, within six months of the end of the association year, except in the event that the General Assembly extends this term. At this General Assembly, the Board will account for the policy conducted by it in the past association year, on submission of a balance sheet and a statement of income and expenditure, and will issue an annual report.

These documents are to be signed by the board members. If the signature of one or more members is missing, the reason for this omission will be provided.

In addition, insofar as it concerns interim vacancies, new board members will be appointed at this meeting.

3. Every year, the General Assembly will appoint a committee consisting of at least two members, who may not serve on the Board. The Board will send the documents referred to in the preceding paragraph to the committee at least fourteen days before the day on which the General Assembly at which these are to be discussed is to be held. The committee will audit these documents and will report its findings to the General Assembly.
4. The Board must provide the committee with all the information that it requires, and – where requested – give it access to the Association's cash and shares and allow it to inspect the Association's books and documentation.
5. Approval by the General Assembly of the annual report and the account will serve to discharge the Board.
6. If approval of the account is refused, the General Assembly will appoint another committee existing of at least three members, which will perform a new audit of the account. This committee will have the same powers as the committee referred to above. It will report on its findings to the General Assembly within a month of its appointment. If approval is still refused, the General Assembly will take all those measures that it considers to be in the interest of the Association.

7. The Board is obliged to keep the documents referred to in paragraphs 1 and 2 for at least ten years.

### **General Assemblies**

#### **Article 14.**

1. In addition to the General Assembly as referred to in the preceding article, the Board will convene General Assemblies as often as it considers this desirable.
2. At the written request – or based on a request submitted via a similar medium – of at least the number of members that is authorised to cast at least one tenth of the votes at the General Assembly, the Board is obliged to convene a General Assembly within no more than four weeks.
3. General Assemblies will be convened by means of a written notice or notice send via a similar medium to those who have the right to vote, subject to a notice period of at least seven days.

### **Admission and voting rights**

#### **Article 15.**

1. Members and honorary members of the Association, those who are members of the bodies of the Association, as well as those who the General Assembly has invited have access to the General Assemblies.  
Suspended members and suspended board members do not have access to the Assembly, on the understanding that a suspended member does have access to the Assembly at which the resolution to suspend is discussed. In addition, he will have the right to address the relevant Assembly.
2. The members have the right to vote at General Assemblies. Each of them is entitled to one vote.
3. Provided that it is adopted with the prior knowledge of the Board, a resolution unanimously adopted by all those who have the right to vote at a General Assembly will have the same force as a resolution of the General Assembly, even if they are not attending an Assembly.
4. Each person who has the right to vote can grant another person who has the right to vote a written proxy, or a proxy by means of a similar medium, to cast their vote. A person who has the right to vote may be granted a maximum of three proxies. If a person who has the right to vote has been granted more proxies than is allowed, the proxy holder will determine whose proxy will be cancelled.
5. The chair determines the manner in which votes are to be taken at the General Assemblies. His judgment with regard to the outcome of the vote is decisive.
6. All resolutions which regard to which the law or the Articles of Association do not prescribe a larger majority will be adopted by an absolute majority of the votes, with due observance of the following:  
Blank votes will be considered votes not cast.  
In the event that, in a vote on persons, no one has obtained an absolute majority, a second vote will be taken between those who obtained the most and the second most votes.  
If the votes are tied in a vote not concerning the election of persons, the motion will be rejected.  
No resolution can be adopted in the event that blank votes make up the absolute majority of the number of valid votes cast.

## **Chair – minutes**

### **Article 16.**

1. The General Assemblies will be chaired by the chair, and in their absence by the vice-chair. In the absence of both the chair and the vice-chair, the Board will determine which board member will chair the General Assembly in mutual consultation. If no board members are present, the Assembly itself will appoint a chair.
2. The judgment pronounced by the chair of the Assembly that the Assembly has adopted a resolution will be decisive. The same applies to the contents of an adopted resolution, insofar as votes were being cast on a motion that was not laid down in writing or by means of a similar medium.
3. The secretary or a person appointed by the chair will keep minutes of the proceedings at the Assemblies. These minutes will be adopted at the same or at the next General Assembly, and signed by the chair and the secretary of the Assembly as evidence of their adoption.

The contents of the minutes will be communicated to the members.

## **Amendment to the Articles of Association**

### **Article 17.**

1. The Articles of Association can only be amended pursuant to a resolution of the General Assembly, adopted on the proposal of the Board or at least the number of members that is authorised to cast one tenth of the votes cast at a General Assembly. The members must be provided with a copy of the proposed amendment to the Articles of Association at least seven days before the Assembly.
2. The parties convening the General Assembly at which a motion to amend the Articles of Association is to be discussed must make a copy of that motion, setting out the verbatim text of the proposed amendment, available for inspection by the members at a suitable location at least five days before the day of the Assembly, until after the day on which the Assembly is held.
3. A resolution to amend the Articles of Association requires at least two thirds of the valid votes cast at a meeting at which at least two thirds of members are present or represented. If two thirds of the members are not present or represented, a second meeting will be subsequently convened and held within four weeks, though no earlier than within one week of the first meeting, at which a resolution can be adopted on the motion discussed at the previous Assembly, regardless of the number of members present or represented, provided that a majority of at least two thirds of the valid votes cast is achieved.
4. The amendment to the Articles of Association will not take effect until a notarial deed thereof has been drawn up. The Board must have the notarial deed of amendment to the Articles of Association executed within two months of approval of that amendment. The chair, as well as two other committee members, are authorised to have the deed executed.
5. The provisions of paragraphs 1 and 2 of this article do not apply if all those entitled to vote are present or represented at the General Assembly and the resolution to amend the Articles of Association is adopted unanimously. The board members are obliged to file an authentic copy of the deed of amendment to the Articles of Association executed before the civil-law notary and a complete continuous text of the Articles of Association as it reads following the amendment at the offices of the register kept by the Chamber of Commerce.
6. The board members are obliged to file an authentic copy of the deed of amendment to the Articles of Association executed before the civil-law notary and a complete

continuous text of the Articles of Association as it reads following the amendment at the offices of the association register kept by the Chamber of Commerce and Industry.

## **Dissolution**

### **Article 18.**

1. The Association will be dissolved:
  - a. if it has fewer than ten members;
  - b. pursuant to a resolution to that end adopted by the General Assembly;
  - c. due to insolvency after being put in liquidation or completion of the liquidation due to the condition of the assets;
  - d. by the court, in the circumstances prescribed by law.
2. The provisions of Article 17, paragraphs 1, 2 and 3 apply by analogy to a resolution of the General Assembly to dissolve the Association, on the understanding that the term for convocation of such a Assembly is at least three weeks and the resolution must be adopted by a majority of at least four/fifths of the valid votes cast.
3. Unless, in the resolution referred to in the preceding paragraph, the General Assembly determines a different purpose for the credit balance, this will accrue to those who, at the time of the dissolution, were members of the Association.
4. Unless the General Assembly decides otherwise, its assets will be liquidated by the Board.
5. The Association will continue to exist after its dissolution to the extent necessary to liquidate its assets. During the liquidation, the provisions of the Articles of Association will remain in force to the extent possible. In documents and announcements issued by the Association, the words 'in liquidation' must be added to its name.

## **Regulations**

### **Article 19.**

1. The General Assembly may adopt one or more sets of regulations that provide for subjects for which these Articles of Association does not or does not completely provide.
2. Regulations may not contain provisions that are in conflict with the law or these Articles of Association.
3. The provisions of Article 17, paragraph 1 and 2 will apply by analogy to the adoption and amendment of regulations.
4. The Board will decide in cases in which there is a difference of opinion on the implementation of the Articles of Association, standing rules and/or other regulations.

## **Committees**

### **Article 20.**

The General Assembly and the Board may appoint committees for certain, named activities. These committees report to the General Assembly or the Board.

## **Suspension**

### **Article 21.**

1. The Board is authorised to suspend a member in the exercise of the rights attached to the membership. The duration of the suspension will be a maximum of three months, within which term it can be resolved to terminate the membership or release the member from the membership. If no such resolution is adopted, the member's rights will be unreservedly restored upon expiry of the term. A board member will inform the relevant member of the decision to suspend without delay. If one of these formal

regulations is not complied with, the suspension will be void and will have no consequences for the relevant member.

2. The members whose membership is terminated by the Board or who are released from their membership by the Board and wish to exercise their right to appeal to the General Assembly, must submit this appeal in writing, or by means of a similar medium, to the secretary of the Association within a term of one month. The notice of appeal will be substantiated.

### **Concluding provisions**

#### **Article 22.**

In these Articles of Association, 'in writing' must be understood to mean any legible and reproducible message sent by regular post and/or through secure electronic means.

All matters not provided for by these Articles of Association or the standing rules will be decided by the Board.

GENERAL TERMS AND CONDITIONS/LIMITATION OF LIABILITY

The services to be provided by the civil-law notary are subject to the General Terms and Conditions applied by the civil-law notary, which include a limitation of liability. The civil-law notary has provided the parties with a copy of these General Terms and Conditions.

END OF THIS DEED

IN WITNESS WHEREOF the original of this deed was executed in Dronten on the date referred to in the preamble of this deed.

The persons appearing have sufficiently proved their identity to me, civil-law notary. The substance of this deed has been communicated and explained to them. The persons appearing declared not to require the deed to be read out in full, to have received a draft deed in good time before the execution, to have taken note of the contents of the deed, to agree to these and to have been made aware of the consequences arising from the deed for the parties.

Immediately following its limited reading, this deed was signed, first by the persons appearing and then by me, civil-law notary, at thirteen hours and thirty-five minutes.

(Signatures)

ISSUED AS A TRUE COPY:



A handwritten signature in black ink, consisting of a large, stylized loop on the left side and a horizontal line extending to the right.