

*This is an unofficial translation of the Constitution of Study Association Proto. In this translation an attempt has been made to be as literal as possible, without jeopardizing the overall continuity. Inevitably, differences may occur in translation, and if so, the Dutch text will govern.*

Today, the third of July two thousand nineteen, appeared before me, mr. Geert Venema, notary in Enschede:

1. Mr. [REDACTED] Petrus van der Burgt, born in [REDACTED] on [REDACTED] [REDACTED], identifying himself with his Dutch driving license with number [REDACTED], issued in [REDACTED] on [REDACTED], living in [REDACTED] [REDACTED], [REDACTED] and [REDACTED] [REDACTED],
2. Mr. Emiel [REDACTED] Steegh, born in [REDACTED] on [REDACTED] [REDACTED], identifying himself with his Dutch Identification Card with number [REDACTED], issued in [REDACTED] on [REDACTED] [REDACTED], living in [REDACTED] [REDACTED] and [REDACTED] [REDACTED],  
Acting as boardmembers (respectively Chairman and Secretary) of the Association

**Study Association Proto**, seated in Enschede, office at the Drienerlolaan 5, (postal code 7522 NB), Enschede, registered in the Trade Register under number 52562565, After this called "The Association" and therefore authorised to state the statutes of the Association based on Act 19 of the Statutes.

The Appearing persons declared:

#### **INTRODUCTION**

1. The Association is founded by notarial deed on the twentieth of April two thousand eleven with Mr. W.J. Hordijk, notary in Enschede.
2. The Statutes of the Association are last changed by notarial deed on the fourth of September two thousand and fifteen before Mr. G. Venema, notary in Enschede.
3. On the seventeenth of May twenty nineteen the General Meeting of the Association decided to change the Statutes.
4. The minutes where this decision appears are attached to this deed

#### **STATUTES CHANGE**

Implementing this decision to change the Constitution the changed Statutes are this since the day of today:

#### **CONSTITUTION**

##### **NAME AND SEAT**

Article 1.

The Association shall bear the name "**Study Association Proto**", by abbreviation also called "Proto".

It has its seat in **Enschede**.

##### **PURPOSE**

Article 2.

1. The purpose of the Association shall be:
  - a. to promote interest in and knowledge of art, science, and the creative industry;
  - b. to encourage contacts between its members.
2. The Association shall endeavour to attain this purpose by, among other things:
  - a. holding meetings;

- b. organising or having organised or rendering assistance in organising lectures, study visits and other similar events;
- c. maintaining contacts with other associations;
- d. maintaining contacts with industry;
- e. and all other lawful means at the Association's disposal.

## **MEMBERS, BENEFACTORS**

### Article 3.

1. The association shall distinguish ordinary members, associate members, honorary members and benefactors. Wherever this Constitution mentions members, ordinary members, associate members and honorary members are meant. Unless stated otherwise.
2. Honorary members shall be ordinary or associate members who have rendered distinguished service to the Association during their active career, or who have showed themselves to be extraordinarily dedicated to the Association, and who have been appointed as such by the General Meeting on the proposal of one or more members, under a resolution passed by at least two-thirds of the votes cast.

Honorary members shall have the same rights and obligations as ordinary members, subject to the provisions of Article 7, paragraph 3.

After the death of an honorary member the membership shall end, but the person shall continue to be honoured.

3. Ordinary members of the association can be all students at the University of Twente. The Rules and Regulations may contain any additional rules about the admission of members.
4. Associate members may be:
  - a. Staff at the University of Twente.
  - b. Former students or former staff at the aforementioned University.
  - c. All other persons, who in any other way show an interest in the objectives of the Association
5. Benefactors shall be those persons, who financially support the Association with a minimum annual contribution to be determined by the General Meeting, and who are not members.

Benefactors shall have such powers as laid down in the Constitution and Rules and Regulations, on the understanding that they shall not have a right to vote.

6. Membership shall be personal and shall not be transferable.
7. The Board shall keep a register in which the names and addresses of all honorary members, members and benefactors shall be listed.

## **APPLICATION AND ADMISSION**

### Article 4.

Membership of the Association may be acquired by written application to the Secretary of the Board.

The application shall at least contain the initials, name, address, date of birth of the prospective member.

The Board shall decide on admission of members.

In case of refusal of admission to membership by the Board, appeal is open to the applicant in question at the next general meeting, which Meeting may yet decide to grant membership.

In the meantime membership shall be out of the question.

## **TERMINATION OF MEMBERSHIP**

## Article 5.

1. Membership shall terminate if:

- the member cancels its membership;
- the member dies;
- a legal entity which is a member loses its legal personality;
- the membership is terminated on behalf of the Association;
- a member is expelled.

2. Cancellation of one's membership by the member or the Association may only take place towards the end of the Association's year, subject to four weeks' notice.

However, membership may be terminated immediately if the member or the Association cannot reasonably be expected to continue the membership, yet in accordance with the provisions of paragraph 6 of this Article.

3. Any cancellation contrary to the provisions of the preceding paragraph shall cause membership to end at the earliest permissible time following the date by which notice of cancellation was given.

4. Termination of membership on behalf of the Association shall be carried out by the Board, and may occur if the member did not fully pay its financial obligations towards the Association despite repeated written reminders to do so, as well as if the member ceased to fulfil any membership requirements stated in the Constitution.

5. Expulsion from membership may only be pronounced if a member acts contrary to the Constitution, Rules and Regulations or resolutions of the Association, or harms the Association in an unreasonable manner.

Expulsion shall be effected by the Board, who shall inform the member in question about the resolution as soon as possible, stating their reasons.

The member concerned is entitled to appeal to the General Meeting within one month after having received the notification, which appeal shall be heard in the next general meeting.

During the period allowed for appeal and pending the appeal, the member shall be suspended.

A suspended member shall have access to the meeting in which the suspension resolution is dealt with, and shall be entitled to speak about that.

The resolution to expel can only be adopted by the General Meeting if supported by at least two-thirds of the valid votes cast.

6. A member shall not be entitled to exclude, with respect to itself, any resolution increasing the financial obligations of members by cancelling its membership, unless cancellation occurs within a month after such a resolution was announced to or came to the notice of the member.

## **TERMINATION OF RIGHTS AND OBLIGATIONS OF BENEFACTORS**

### Article 6.

1. The rights and obligations of a benefactor may be terminated at any time by either party by means of cancellation, provided that the entire annual contribution for the current Association's year shall remain due.

2. Termination on behalf of the Association shall be carried out by the Board and must be reported at the general meeting.

## **ANNUAL CONTRIBUTIONS**

### Article 7.

1. The members and benefactors shall be bound to pay an annual contribution, of which the amount shall be determined by the General Meeting.

They can be divided in categories that shall pay a different amount.

2. In special cases, the Board shall be authorised to grant full or partial exemption from payment of the contribution, from which no personal gain should arise.
3. Honorary members shall be exempt from payment of the annual contribution.
4. If the membership should terminate in the course of an Association's year, the annual contribution shall nevertheless remain due for the entire year.

## **FINANCIAL RESOURCES**

Article 8.

The financial resources of the Association shall consist of:

- annual contributions of members and benefactors;
- admission fees;
- income from testamentary dispositions, legacies, fund-raising and gifts;
- other profits and/or receipts.

## **THE BOARD**

Article 9.

1. The Board shall consist of at least three members of age, who shall be appointed from the members by the General Meeting .
2. The Board members shall be appointed on the basis of one or more binding nominations of candidates, subject to the provisions of paragraph 3.

All members shall be entitled to make such a nomination.

The nomination of the Board shall be announced in the notice convening the meeting.

Any nominations by other members must be submitted in writing to the Board five days before the start of the meeting.

3. Each nomination may be deprived of its binding character by a resolution of the General Meeting passed by at least two-thirds of the votes cast, where at least two-thirds of the members are represented.
4. If there is no nomination, or if the General Meeting decides to deprive the listed nominations of their binding character in accordance with the preceding paragraph, then the General Meeting shall have freedom of choice
5. If there is more than one binding nomination, appointment shall take place on the basis of those nominations.
6. Board Members have the same rights as ordinary members.

## **TERMINATION OF MEMBERSHIP OF THE BOARD**

### **INTERIM MEMBERSHIP**

### **SUSPENSION**

Article 10.

1. Any member of the Board, even when appointed for a fixed period of time, may be removed or suspended by the General Meeting at any time.

Any suspension which is not followed by a resolution to remove within three months, shall end by the expiration of that term.

2. Each member of the Board shall retire at the next annual general meeting, or sooner, if elections are held earlier, according to a retirement schedule which is to be drawn up by the Board.

The outgoing Board member shall be eligible for reappointment, whoever shall be appointed in a interim vacancy, shall take his predecessor's place in that schedule.

3. Furthermore, membership of the Board shall terminate:

- a. if the membership of the Association terminates;
- b. by retiring from the Board in writing. In this case, the remaining members of the Board must inform the members and benefactors in writing, stating the reasons, within ten working days after the announcement of retiring.

## **BOARD POSITIONS DECISION-MAKING BY THE BOARD**

Article 11.

1. The Board shall elect from among its number a Chairman, Secretary and Treasurer. The Board may elect from among its number a deputy for the Chairman, Secretary and Treasurer.

The Secretary and the Treasurer may be one and the same person.

2. The Secretary shall take minutes of the proceedings of every Board meeting, which shall be confirmed by the Board in the next Board meeting, and in evidence thereof shall be signed by the Chairman and the Secretary.

Contrary to legal provisions on this subject, the judgement of the Chairman on the passing and contents of a resolution shall not be decisive.

3. By means of Rules and Regulations further rules concerning meetings of and decision-making by the Board may be laid down.

4. During Board meetings no resolutions shall be adopted on non-agenda items, unless the entire Board is present.

The agenda must be circulated well in advance.

## **BOARD TASK REPRESENTATION**

Article 12.

1. Subject to the restrictions according to the Constitution, the Board shall be responsible for the management of the Association.

2. Should the number of Board members fall below three, the Board shall remain competent.

In case of a vacancy in the Board, the vacancy shall be filled until the next general meeting by the person or persons appointed for that purpose by the General Meeting year by year.

3. The Board shall be entitled to have certain parts of its task performed under its own responsibility by committees that are appointed by the Board.

4. Providing approval has been granted by the General Meeting, the Board shall be authorised to enter into agreements to acquire, alienate or encumber registered property. Providing approval has been granted by the General Meeting, the Board shall be authorised to enter into agreements by means of which the Association binds itself as a surety or commits itself as joint and several debtor, warrants performance by a third party or provides security for a debt of a third party, provided that the approval is granted by a majority of three-fourths of the valid votes cast in a general meeting where at least two-thirds of the members with voting rights are present or represented.

5. The absence of the approval mentioned in paragraph 4 of this Article may be invoked in respect of third parties.

6. The Board shall also require the General Meeting's approval with respect to any decision to:

- a. hire, let and otherwise acquire and surrender the use or benefit of any registered property;
- b. enter into agreements where bank credit is extended to the Association;
- c. lend money, as well as to take out a loan, which shall not include the use of a bank credit granted to the Association;
- d. reach settlements out of court;
- e. take legal action, including following arbitral procedures, yet with the exception of taking precautionary measures that brook no delay;

- f. conclude and/or amend employment contracts; and also
- g. enter into legal transactions and to make investments which exceed the amount or value of five thousand euros (€ 5,000.00), such without prejudice to the above provisions of a. up to and including f.

The absence of this approval may not be invoked by and in respect of third parties.

- 7. The Association shall be represented by:
  - a. the entire Board;
  - b. two members of the Board acting jointly.

## **ANNUAL REPORT STATEMENT OF ACCOUNTS**

Article 13.

1. The Association's year shall run from the first day of September to the thirty-first day of August inclusive.
2. The financial year shall run from the first day of August to the thirty-first day of July inclusive.
3. The Board shall be bound to retain records of the financial position of the Association in order to be able to track the rights and obligations of the Association at any and all times.
4. At a general meeting to be held within six months after the end of the Association's year, unless the General Meeting decides to prolong this period, the Board shall issue its annual report, and shall render an account of its administration over the past year, on submission of a balance sheet and a statement of income and expenditure.

Upon the expiry of the time period any member may demand these accounts from the Board at law.

5. Annually, the General Meeting shall appoint from the members with voting rights a committee of at least two persons, who may not be members of the Board.

The committee shall audit the statement of accounts by the Board and report its findings to the General Meeting.

Should the audit of the statement of accounts require extraordinary accounting knowledge, the committee may call in the assistance of an expert.

6. The Board shall be bound to provide the committee with all the information it requests, to show the cash and the values if it should so desire, and to allow it inspection of the books and documents of the Association.
7. The General Meeting may revoke the mandate of the committee at all times, yet only by appointing a new committee.
8. Approval of the annual report and the statement of accounts by the Meeting mentioned in article 13 shall not discharge the Board. The Board shall be discharged by a separate resolution.
9. If approval of the annual report and the statement of accounts is refused by the General Meeting, the Board shall take all measures it judges necessary in the interest of the Association.
10. The Board shall be bound to retain the documents referred to in paragraphs 2 and 3 during the period required by law.

## **GENERAL MEETINGS**

Article 14.

1. The General Meeting shall have all the powers that have not been entrusted to the Board by the law or the Constitution.
2. Annually, within six months after the end of the Association's year, a general meeting – the annual general meeting – shall be held.

At this meeting the following shall come up for discussion, among other things:

- a. the annual report and the statement of accounts referred to in Article 12 together with the report of the committee referred to there;
- b. the appointment of the committee referred to in article 12 for the current Association's year;
- c. appointment of Board members;
- d. proposals of the Board or the members, announced in the notice convening the meeting.

3. Other general meetings shall be held as often as the Board deems desirable.

4. Furthermore, on written request of at least such a number of members as are authorised to cast one-tenth of the votes, or of thirty members with voting rights, if this number is less, the Board shall be bound to call a general meeting within a period no longer than four weeks.

If no action is taken on the request within fourteen days, the requestors may call this meeting themselves, by calling it in accordance with the provisions of Article 14.

5. The general meetings shall not be held during the academic holiday periods, as set by the aforementioned University.

6. The Rules and Regulations may set additional requirements with regard to holding general meetings.

## **CALLING GENERAL MEETINGS**

Article 15.

1. General meetings shall be called by the Board.

The notice shall be issued in writing to the addresses of the members, and benefactors, in accordance with the membership register referred to in Article 3, paragraph 7.

Communication by e-mail is possible.

The convening period shall be at least fourteen days, not counting the day of the notice and the day of the meeting.

2. The notice shall include the business to be transacted, without prejudice to the provisions of Article 19.

## **ADMISSION AND RIGHT TO VOTE**

Article 16.

1. All members, and benefactors, or the persons representing them by law, shall be admitted to the general meetings.

Except for meetings referred to in Article 5, paragraph 5, suspended members and suspended Board members shall not be admitted to the meetings.

2. The Meeting shall decide on the admission of persons other than those referred to in paragraph 1.

3. All members and benefactors shall have the right to speak during the general meeting, unless the General Meeting decides otherwise.

4. Each member who is not suspended shall have one vote.

5. A member with voting rights may have its vote cast by another member with voting rights authorized for that purpose in writing, provided that a member with voting rights may not represent more than two members with voting rights.

## **CHAIRMANSHIP**

### **MINUTES**

Article 17.

1. General meetings shall be presided over by the Chairman of the Association.

If the Chairman is absent, one of the other members of the Board, to be appointed for that purpose by the Board, shall act as Chairman.

If the chairmanship is not provided for in this manner either, the Meeting shall elect a Chairman itself.

2. Of the proceedings of every Board meeting minutes shall be taken by the person appointed for that purpose by the Chairman, which shall be confirmed by the Board in the next Board meeting, and in evidence thereof then shall be signed by the Chairman and the Secretary.

#### **DECISION-MAKING BY THE GENERAL MEETING**

Article 18.

1. As far as not prescribed otherwise by the Constitution or the law, any resolution shall be passed by an absolute majority of the votes cast.

2. Invalid votes shall be considered votes not cast.

Blank votes shall be considered votes cast.

3. The judgment expressed by the Chairman at the general meeting that the Meeting has adopted a resolution, shall be decisive.

4. If, however, immediately after the utterance of the judgment referred to in the third paragraph, its correctness is challenged, the new vote shall be taken, if either the majority of the Meeting or, if the original vote was no poll, any member with voting rights so demands.

The legal consequences of the original vote shall be made null and void by this new vote.

5. Voting on matters shall take place orally, voting on persons by ballot.

Voting by ballot shall take place by means of unsigned, secret ballots.

Decision-making by acclamation is possible, unless a member with voting rights demands a poll.

6. If in a vote on persons nobody obtains an absolute majority of the votes cast, a second vote shall be taken between the persons who obtained the highest and the second highest number of votes cast, and the person who obtains the majority of votes cast in the second vote shall be elected.

If the votes are equally divided in this second vote, this case shall be decided by lot.

7. If the votes are equally divided on a motion not concerning the election of persons, the motion shall be deemed to have been rejected.

#### **AMENDMENTS TO THE CONSTITUTION**

Article 19.

1. Amendments to the Constitution of the Association may only take place if the proposed amendment is accepted by at least two-thirds of the valid votes cast at a meeting where at least two-thirds of the members with voting rights are present or represented.

2. A proposed amendment to the Constitution must be on the agenda of the general meeting concerned.

The persons who called the general meeting in order to deal with such a proposal, must deposit for inspection by the members a copy of the proposal, in which the proposed amendment is or the proposed amendments are included verbatim, in a place suitable for that purpose, at least five days before the day of the meeting, and until after the day on which the meeting was held.

3. If at a first meeting the required number of members is not present or represented, a second meeting shall be called within thirty days, yet not earlier than ten days, in which the resolution concerned to amend the Constitution can be passed by a majority of two-



thirds of the valid votes cast, irrespective of the number of members present or represented at the meeting.

At this second meeting, votes can be cast solely on the proposed amendments to the Constitution that were put forward at the first meeting.

4. A resolution to amend the Constitution shall come into effect only after a notarial deed is drawn up thereof.

Any member of the Board shall be authorised to have the deed drawn up.

5. Any amendment of the Constitution must be implemented as soon as possible after the adoption of the resolution, but not later than within three months.

## **DISSOLUTION AND LIQUIDATION**

Article 20.

1. Dissolution of the Association can only take place by a resolution adopted by the General Meeting thereto.

2. The provisions of paragraphs 1, 2, and 3 of the preceding Article shall apply accordingly.

3. If the Association is dissolved, in the event of a liquidation surplus, further decisions hereon shall be taken by the General Meeting which adopted the dissolution resolution, in compliance with the provisions of Article 23, Book 2 of the Dutch Civil Code.

In the event of a liquidation surplus, the allocation hereof shall need to be in accordance with the purpose of the Association as much as possible, unless the Meeting mentioned in this paragraph decides otherwise.

The persons who were a member at the time of the dissolution, should not benefit directly.

## **RULES AND REGULATIONS**

Article 21.

1. By means of Rules and Regulations the General Meeting may issue further rules concerning all subjects, of which it considers regulation desirable.

2. The Rules and Regulations shall not be contrary to the law, including where it does not contain imperative law, nor to the Constitution.

## **FINAL ARTICLE**

Article 22.

In all cases not provided for by the law or this Constitution, the Board shall decide.