



## Articles of Association of Study association Thalia

13 September 2007

### **IMPORTANT NOTICE**

*This document is a translation of the original Articles of Association, which are in Dutch. The Dutch version remains binding at any time.*

Today, the thirteenth day of September two thousand and seven, there appeared before me, Rudolf Peter Karel Joseph van Gerven, a notary practising in Nijmegen, the Netherlands:

1. Mr Xander Lambertus Johannes DAMEN;
2. Mr Andreas Theodorus DE JONG;

acting for the purposes of this matter in their capacity as the chair and treasurer of the association, **STUDIEVERENIGING THALIA**, which has its registered office in Nijmegen (its actual address being Toernooiveld 1, 6525 ED Nijmegen) and which is registered in the business register maintained by the Chamber of Commerce for Central Gelderland in Arnhem, the Netherlands, under Number 40146464, and lawfully representing the aforementioned association as such.

Acting in their aforementioned capacity, the persons appearing before me declared the following. Studievereniging Thalia (called Studievereniging Informatica in Nijmegen Thalia at the time) was founded on the seventh day of November nineteen hundred and ninety. The association's Articles of Association was set out in a notarial deed executed on the seventh day of November nineteen hundred and ninety-nine before B.H.O. Hoge, a notary practising in Nijmegen at the time. The association's Articles of Association was last amended by means of a notarial deed executed before me in my capacity as a notary on the thirteenth day of June two thousand and two.

In the general meeting of the association's members held in Nijmegen on the twenty-eighth day of February two thousand and seven it was decided to amend the association's Articles of Association again. In order to implement the aforementioned decision the persons appearing before me, acting in their aforementioned capacity, declared that the amended Articles of Association of the aforementioned association shall read as follows.

## **NAME.**

### **Article 1.**

The association shall be called Studievereniging Thalia.

## **REGISTERED OFFICE.**

### **Article 2.**

It shall have its registered office in Nijmegen.

## **OBJECT'S.**

### **Article 3.**

1. The association shall have as its object the promotion (or the arrangement of the promotion) of:
  - (a) contact between students of the disciplines Computing Science and Information Science within the faculty of Natural Science, Mathematics and Computing Science of Radboud University in Nijmegen;
  - (b) contact between the students and staff of the aforementioned disciplines and also the organisation of educational or leisure activities.
2. The association shall endeavour to achieve this object by utilising all lawful resources which may be conducive to the association's objects.

## **MEMBERS.**

### **Article 4.**

Anyone who is registered as a student, auditor or external student of Computing Science, Information Science or any discipline explicitly mentioned in Article 25 of the association's Rules and Regulations in the faculty referred to in Article 3(1) and who has been admitted into the association as a member shall be an ordinary member of the association.

## **HONORARY MEMBERS.**

### **Article 5.**

1. Anyone who has provided the association with exceptional service and who has been appointed as such by no less than two thirds (2/3) of the votes validly cast in a general meeting in favour of a proposal presented by the board or no less than five (5) members, shall be an honorary member of the association.
2. Honorary members shall be exempt from paying any contribution.
3. They shall have no rights and duties other than those vested in or imposed on them by or pursuant to this Articles of Association or the Rules and Regulations.

## **BENEFACTORS.**

### **Article 6.**

1. Anyone who has undertaken to provide the association with financial support subject to a minimum contribution stipulated by the general meeting shall be a benefactor.
2. Benefactors shall have no rights and duties other than those vested in or imposed on them by or pursuant to this Articles of Association or the Rules and Regulations.

## **ADMISSION.**

### **Article 7.**

1. The board shall decide on the admission of members and benefactors.
2. In the event that someone is not admitted to membership, the general meeting may resolve to do so.

## **TERMINATION OF MEMBERSHIP.**

### **Article 8.**

1. A member's membership as provided for in Article 4 shall terminate by virtue of:
  - (a) the relevant member's death;
  - (b) the relevant member's cancellation;
  - (c) cancellation on behalf of the association. This may occur in the event that a member ceases to satisfy the requirements stipulated for membership in this Articles of Association, fails to comply with their obligations towards the association or also if the association cannot be reasonably expected to allow their membership to continue;
  - (d) the relevant member's expulsion. Expulsion may only be effected in the event that a member fails to comply with the association's Articles of Association, regulations or decisions, or unreasonably prejudices the Association.
2. The board shall effect cancellation on behalf of the association.
3. The cancellation of membership by a member or the association may only occur towards the end of the association's year or subject to a term of notice of four (4) weeks. Nevertheless, a member's membership may be terminated immediately in the event that either they or the association cannot be reasonably required to allow them to remain a member.
4. Notice of cancellation contrary to the provisions of the foregoing clause shall cause the relevant membership to terminate as soon as possible after the date on which such notice of cancellation is given.
5. A member shall not be permitted to exclude any decision in relation to them pursuant to which the members' financial obligations have been rendered more onerous by cancelling their membership.
6. The board shall be responsible for disqualifying any membership.

7. After the association gives notice of cancellation of membership on the grounds that it cannot reasonably be expected to allow it to continue or after it disqualifies membership, the person concerned shall be entitled to lodge an appeal against it with the general meeting within one (1) month after receiving notice of that decision. They shall be notified in writing of that decision along with the grounds for it as soon as possible. The relevant member shall be suspended during the period of their appeal and pending that appeal.
8. Where membership is terminated in the course of the association's year, the relevant annual contribution shall nevertheless remain payable in full.

## **TERMINATION OF MEMBERSHIP OF HONORARY MEMBERS.**

### **Article 9.**

The general meeting may dismiss an honorary member with no less than two thirds (2/3) of the votes validly cast.

## **TERMINATION OF A BENEFACTOR'S RIGHTS AND DUTIES.**

### **Article 10.**

1. A benefactor's rights and obligations may be terminated at any time through cancellation subject to the relevant annual contribution for the association's current year remaining payable in full.
2. The board shall effect cancellation on behalf of the association.

## **OBLIGATIONS OF THE MEMBERS AND BENEFACTORS.**

### **Article 11.**

1. The members and benefactor shall have a duty to pay an annual contribution, which shall be set by the general meeting. To this end they may be divided into categories which pay different contributions.
2. The general meeting may decide to levy individual charges on the members. To this end they may be divided into categories which pay different charges. In exceptional circumstances the board shall have the power to grant an exemption from the duty to pay a contribution or charge.
3. Furthermore, the member shall have a duty to comply with all of their obligations imposed on them by this Articles of Association and the relevant regulations, to comply with the decisions which the general meeting and the board lawfully take and to omit to do anything which may prejudice the association.

## **RIGHTS OF THE BENEFACTORS AND HONORARY MEMBERS.**

### **Article 12.**

In addition to any other rights which are vested in benefactors and honorary members by or pursuant to this Articles of Association, they shall be entitled to attend any event which the association organises.

## **EXECUTIVE BOARD.**

### **Article 13.**

1. The board shall consist of no less than three (3) and no more than nine (9) persons, who shall be appointed by the general meeting. They shall be appointed from the members of full age.

2. The members of the board shall be appointed on the basis of one (1) or more binding nominations subject to the provisions of Clause (3) of this article. Both the board and a number of members equivalent to those who have the power to cast one tenth (1/10) of the relevant votes shall be entitled to prepare such a nomination. Notice of any nomination by the board shall accompany the notice of the relevant meeting. A nomination presented by members must be submitted to the board in writing before the commencement of the relevant meeting.
3. A decision taken by no less than two thirds (2/3) of the votes cast may override the binding nature of any nomination.
4. Where no nomination is prepared or a decision taken by the general meeting overrides the binding nature of any nomination that has been prepared, the general meeting shall be at liberty to make a decision at its discretion.
5. Where there is more than one (1) binding nomination, the appointment shall be effected on the basis of those nominations.
6. The board shall maintain a register, which shall contain the names, and email and other addresses of all of the ordinary and honorary members, and the benefactors.

## **TERMINATION OF MEMBERSHIP OF THE EXECUTIVE BOARD, PERIODIC MEMBERSHIP AND SUSPENSION.**

### **Article 14.**

1. The general meeting may dismiss or suspend any member of the board at any time, even where such member has been appointed for a definite term. A suspension that is not followed by a decision in favour of dismissal within three (3) months shall terminate pursuant to the expiry of that term.
2. Every member of the board shall retire by no later than three (3) years after their appointment in accordance with a retirement schedule drawn up by the board. A retiring member may be re-elected. Whoever is appointed to fill an interim vacancy shall take the place of their predecessor in the schedule.
3. Furthermore, membership of the board shall terminate:
  - (a) by virtue of a member of the board appointed by the members ceasing to be a member of the association;
  - (b) due to the relevant member's retirement;
  - (c) pursuant to the relevant member's loss of power to dispose of their assets.

## **DECISION-MAKING BY THE EXECUTIVE BOARD.**

### **Article 15.**

1. The board shall appoint a chair, secretary and a treasurer from amongst its number with the exception of the first chair, secretary and treasurer, who shall be appointed to hold their respective positions by means of this deed. It may appoint a deputy for each of them from amongst its number. A member of the board may hold more than one (1) position.
2. The secretary or another member of the board appointed by the chair shall take minutes of the proceedings of each meeting, which shall be approved and signed by the chair and the minutes secretary.
3. The Rules and Regulations may stipulate additional rules governing the board's meetings and decision-making.

## **EXECUTIVE BOARD'S DUTIES AND REPRESENTATION.**

### **Article 16.**

1. The board shall be responsible for managing the association subject to any limitations stipulated in the latter's Articles of Association.
2. In the event that the number of the board members falls below three (3), the board shall remain competent to act. Nevertheless, it shall have a duty to convene a general meeting as soon as possible to consider any vacancy or vacancies.
3. The board shall be entitled to arrange for committees which it appoints to perform some of its duties under its responsibility.
4. Provided that it does so with the general meeting's approval, the board shall have the power to enter into agreements, to purchase, alienate and encumber registered property, and to enter into any agreement pursuant to which the association undertakes to stand surety or to assume several liability as a co-debtor, warrants performance for another party or tenders security for such party's debt. Other parties may not rely on the absence of such approval.
5. The board shall require the general meeting's approval for any decision to:
  - I. perform a legal act or make an investment which involves a sum or value in excess of €5,000.00 subject to the provisions of Article 11 below;
  - II.
    - (a) lease or let registered property, or acquire or grant the use or enjoyment of such property in some other way;
    - (b) enter into an agreement pursuant to which the association is granted bank credit facilities;
    - (c) lend or borrow monies, which does not include the utilisation of any bank credit facilities granted to the association;
    - (d) enter into a settlement agreement;
    - (e) take legal action, which is deemed to include conducting arbitration proceedings, but with the exception of adopting preservation measures or taking any action which cannot be delayed;
    - (f) entering into, amending or terminating an employment contract.Other parties may not rely on the absence of such approval.
6. The association may only be represented judicially and extrajudicially by all of the members of the board acting jointly, or the chair, secretary or treasurer and another member of the board acting jointly.

## **ANNUAL FINANCIAL STATEMENTS, ACCOUNTS AND REPORT.**

### **Article 17.**

1. The association's year or financial year shall run from the first day of September to the thirty-first day of August.
2. The association's financial year shall coincide with its year.
3. The board shall have a duty to keep such records of the association's financial situation, that it is at all times possible to ascertain what its rights and duties are.
4. In a general meeting to be held within six (6) months after the end of the association's year, except where the general meeting extends this period, the board shall present an annual report and, subject to the presentation of a balance sheet and a statement of income and expenditure, shall render account for the performance of its managerial duties during the past financial year. Upon the expiry of that period, any member may take legal action to require the board to render account.
5. Every year the general meeting shall appoint a committee consisting of no less than two (2) people, who may not constitute part of the board. This committee shall audit the board's accounts and report, and shall present the general meeting with a report setting out its findings.

6. Where special accounting expertise is required for such an audit of the accounts and report, the committee may arrange for it to be assisted by an expert. The board shall have a duty to provide this committee with any information which it requires, to show it the association's cash box and assets where required and to allow it to inspect the association's books and records.
7. The general meeting may relieve the committee of its duties at any time but only by appointing another committee.
8. In this case the board shall have a duty to retain the documents referred to in Clauses (3) and (4) for ten (10) years.

## **GENERAL MEETINGS.**

### **Article 18.**

1. All of the powers within the association that are not vested in any other body of the association by the law or this Articles of Association shall be vested in the general meeting.
2. A general meeting (the annual meeting) shall be held by no later than six (6) months after the end of each financial year. Amongst other things, the following shall be dealt with in an annual meeting:
  - (a) the annual financial statements, accounts and report referred to in Article 17 along with the report of the committee referred to in it;
  - (b) the appointment of the committee referred to in Article 17 for the next year of the association;
  - (c) filling any vacancies;
  - (d) any resolution tabled by the board or any members which have been announced in the notice of the relevant meeting.
3. Other general meetings shall be held as often as the board deems it necessary to do so.
4. Furthermore, acting at the written request of no less than a number of members equivalent to those who have the power to cast one tenth (1/10) of the relevant votes, the board shall have a duty to convene a general meeting within a period of no more than four (4) weeks. In the event that such a request is not acceded to within fourteen (14) days, the requesters may themselves proceed to convene a meeting in accordance with Article 22 or by advertising it in no less than one widely read daily newspaper in the place where the association has its registered office, by announcing it to the students of the study programmes referred to in Article 4 and through those study programmes.

## **GENERAL MEETINGS' ADMISSION AND VOTING RIGHTS.**

### **Article 19.**

1. All of the honorary and other members and benefactors of the association shall be entitled to be admitted into a general meeting. Suspended members of the association or the board shall not be entitled to be admitted into a general meeting.
2. The general meeting shall rule on the admission of any person other than those referred to in Clause (1) of this article.
3. All of the honorary and other members and benefactors shall be entitled to address a general meeting.
4. Every member of the association referred to in Article 4 who is not suspended shall be entitled to cast one (1) vote.
5. A member may cast a vote through another member holding a written proxy. Every member may hold no more than two (2) proxies in the case of each general meeting.

## **CHAIRPERSON AND MINUTES.**

### **Article 20.**

1. A general meeting shall be chaired by the chair of the association or their deputy. In the event that the chair and their deputy are absent, another member of the board appointed by the latter shall act as the chair. Should it be impossible to appoint a chair in this way either, the meeting shall appoint its own chair.
2. The secretary or another person appointed by the chair for this purpose shall take minutes of the proceedings of each meeting, which shall be approved and signed by the chair and the minutes secretary, unless an official notarial report is produced. Anyone who convenes a meeting may arrange for an official notarial report to be produced of its proceedings. The substance of the minutes or official report shall be communicated to the members.

## **GENERAL MEETINGS - DECISION-MAKING.**

### **Article 21.**

1. A ruling expressed by the chair during a general meeting to the effect that the general meeting has adopted a resolution shall be final. The same shall apply with regard to the substance of a resolution that has been adopted in so far as voting has occurred in respect of a resolution which has not been recorded in writing.
2. Nevertheless, should the accuracy of a ruling referred to in Clause (1) be contested immediately after it has been expressed, a new vote shall be held in the event that the majority of those who are present in the meeting require this or, where the original vote did not occur by poll or in written form, any person entitled to vote requires this. The legal consequences of the original vote shall lapse by virtue of the new one.
3. In so far as this Articles of Association or the law does not stipulate otherwise, all resolutions shall be adopted by an absolute majority of the votes cast.
4. Blank votes shall be deemed not to have been cast.
5. In the event that no one obtains an absolute majority during an election of a person, a second vote may be held or in the case of a binding nomination, a second ballot between the nominated candidates. Should no one again obtain an absolute majority, further ballots shall be held until either one (1) person obtains an absolute majority or there is a tied vote involving two individuals. In the case of the aforementioned subsequent ballots (which does not include the second vote) votes shall always be cast for those persons who received votes during the previous ballot but with the exception of the person who secured the least number of votes during the preceding ballot. In the event that the least number of votes are cast in favour of more than one (1) person during that preceding ballot, lots shall be drawn to determine which of those individuals may not be voted for in the subsequent ballot. Should the votes tie in a ballot involving two (2) individuals, lots shall be drawn to determine which of the two (2) has been elected.
6. In the event of a tied vote concerning any matter other than the election of a person, the relevant resolution shall be deemed to have been rejected.
7. All votes shall be cast in oral form, unless the chair deems a written ballot to be advisable or any of those entitled to vote requires this for the purposes of voting. A written ballot shall occur by means of sealed, unsigned ballot papers. Decision-making by acclamation shall be permissible, unless those entitled to vote require a poll.
8. The unanimous option of a resolution by all of the members, even where they are not present in a meeting, shall have the same status as a resolution adopted by the general meeting, provided that it has been adopted with the board's prior knowledge.
9. Provided that this occurs unanimously and as long as all of the members are present or represented in a general meeting, a valid resolution may be adopted concerning any matter arising, hence also a resolution to amend this Articles of Association or to dissolve the association, even if a notice of meeting has been issued or this has not occurred in the



stipulated manner or in the event that any other rule related to convening and holding meetings or any associated formality has not been observed.

## **CONVENING GENERAL MEETINGS.**

### **Article 22.**

1. General meetings shall be convened by the board. A notice of meeting shall be sent in writing or in electronic form to the members' addresses listed in the register of members referred to in Article 13(6). The period for such notice shall amount to no less than seven (7) days.
2. Subject to the provisions of Article 23, the items that are to be dealt with shall be set out in the relevant notice of meeting.

## **AMENDMENT OF CONSTITUTION.**

### **Article 23.**

1. This Articles of Association of the association may only be amended pursuant to a resolution adopted by a general meeting which has been convened by means of a notice stipulating that this Articles of Association is to be amended.
2. Anyone who has called a general meeting to consider a resolution to amend this Articles of Association, must place a copy of the resolution containing the literal text of the proposed amendment(s) in a suitable place where it may be inspected by the members from no less than five (5) days before the relevant meeting until the end of the day on which it is held.
3. No less than two thirds (2/3) of the number of votes cast in a general meeting in which no less than one sixth (1/6) of the members are present shall be required to pass a resolution to amend this Articles of Association. In the event that one sixth (1/6) of the members are not present, a second meeting shall be convened and held within four (4) weeks, in which a resolution such as that tabled during the previous meeting may be voted on irrespective of the number of members present, provided that this occurs with a majority of no less than two thirds (2/3) of the votes cast.
4. An amendment of this Articles of Association shall not come into effect until after it has been set out in a notarial deed.

## **DISSOLUTION.**

### **Article 24.**

1. The association may be dissolved by means of a resolution adopted by the general meeting. In this case the provisions of Clauses (1), (2) and (3) of the foregoing article shall apply mutatis mutandis subject to the proviso that one third (1/3) shall apply instead of one sixth (1/6).
2. Any credit balance following liquidation shall accrue to those who are members when the resolution in favour of dissolution was adopted. Each of them shall receive an equal share. Nevertheless, such credit balance may be allocated to a different purpose upon the adoption of the resolution in favour of dissolution.

## **RULES AND REGULATIONS.**

### **Article 25.**

1. The general meeting may adopt Rules and Regulations.
2. Such Rules and Regulations may not be contrary to the law, even where no mandatory law is involved, or this Articles of Association.