



**AMENDMENT TO THE ARTICLES OF
ASSOCIATION
Student society Studievereniging NUTS**

200372/FH/TB

On this day, the twentieth of November two thousand and twenty-three, the following persons appeared before me, Marcel de Jong, notary, with his registered office and principal place of business in Groningen:

1. Ms Christa ter Mors, residing at Lissabonstraat 23a, 9718 AX Groningen, born in Enschede on the twentieth of March two thousand and two, and
2. Ms Lieuwke Adema, residing at Bakkerswei 12, 9104 DC Damwâld, born in Dongeradeel on the twenty-fifth of September two thousand and two,

in this matter acting as the president and secretary, respectively of the board of the society with full legal capacity:

STUDIEVERENIGING NUTS, with its registered office in the municipality of Groningen, and offices at Oude Kijk in 't Jatstraat 26, 9712 EK Groningen, which society is registered in the register of companies under number 02082080, and as such authorised to sign this deed and to have it executed on the basis of the provisions of Article 20 of the articles of association of the aforementioned student society Studievereniging NUTS, to be referred to hereinafter as: "the Society".

Preamble.

As preamble, the persons appearing, acting as aforementioned, stated that the Society was incorporated on the twenty-ninth of June nineteen hundred and seventy-three. On the nineteenth of October two thousand and seventeen, the articles of association of the Society were included in a notarial deed, which deed was executed in the presence of a deputy of myself, the notary. The articles of association of the Society have not been amended since.

Amendment to the Articles of Association.

In implementation of a resolution passed by the general meeting of the Society on the twelfth of October two thousand and twenty-three, at which meeting the person appearing was authorised to have this deed executed, the persons appearing, acting as aforementioned, stated to amend the Society's articles of association in such a manner that they now read in full as follows:

Article 1.

Definition of Terms.

For the purposes of these articles of association, the following terms are defined as set out below:

- ***General Meeting:***
the body of the Society that is formed by members of the Society with voting rights or the meeting of the members, alumni members, honorary members, members of merit and benefactors of the

- **Society.**
- **Board:**
the Board of the Society;
- **In writing/written:**
by letter, fax or email, or by message sent by another common means of communication and that can be received electronically or in print, provided the identity of the sender can be established with adequate certainty;
- **Articles of Association:**
The articles of association of the Society;
- **Society:**
the legal entity to which the Articles of Association pertain.

Article 2.

Name.

The Society bears the name: **Studievereniging NUTS.**

Article 3.

Registered Office.

The Society has its registered office in the municipality of Groningen. **Article 4.**

Object.

1. The object of the Society is to create a comfortable, tolerant, and correct environment for students of the English Language & Culture at the University of Groningen by promoting the interests of the students and promoting contact between the students themselves.
2. The Society aims to achieve its object by:
 - a. coordinating and exchanging information between members of the Society;
 - b. providing facilities to members or groups of members who wish to organise activities that fit in the context of the object;
 - c. undertaking anything that may be associated with or beneficial to the above.

Article 5.

Members. Candidate members. Honorary members. Benefactors.

1. The Society has:
 - a. Members;
 - b. Alumni members;
 - b. Honorary members;
 - c. Members of merit, and
 - e. Benefactors.
2. Members of the Society may be those who are registered as a student at the University of Groningen, English Language & Culture course, and the resulting masters.



3. Alumni members of the Society may be those who are former members of the Society.
3. Honorary members are persons:
 - who were particularly useful to the Society and who were appointed as such following a proposal by the Board or at least ten members of the General Meeting with a two-third majority of valid votes cast and who accepted this appointment, or
 - who achieved sufficient points based on a points system that is set out in the house rules.
4. Members of merit are members who were particularly useful to the Society and who were appointed as such following a proposal by the Board or at least ten members of the General Meeting with a two-third majority of valid votes cast and who accepted this appointment.
5. Benefactors are those who stated to be prepared to provide financial support to the Society with a minimum contribution to be determined by the General Meeting.
6. Benefactors have no rights or obligations other than those that are awarded to or imposed on them in or by virtue of the Articles of Association.
7. The Board shall maintain a register that includes the names and addresses of all members, alumni members, honorary members, members of merit and benefactors.
8. Where these Articles of Association refer to member/members, it refers to members, alumni members, honorary members, and members of merit.

Article 6.

Membership.

1. The Board decides on admitting members, alumni members, and benefactors.
2. In the event of not being admitted, the General meeting may still resolve to approve the admission.

Article 7.

End of membership and end of rights and obligations of candidate members and benefactors.

1. Membership of the Society ends:
 - a. due to the death of the member;
 - b. due to termination by the member;
 - c. due to termination by the Society.

This may occur when a member ceased to comply with the requirements for membership imposed by the Articles of Association, when the member no longer complies the member's obligations in respect of the Society, and when the Society cannot reasonably be required

- to let membership continue;
- d. due to removal.

This may only be imposed if a member acts in breach of the Articles of Association, rules, or decisions of the Society, or disadvantages the Society unreasonably.

- 2. Termination by the Society is delivered by the Board.
- 3. Termination of membership by the member or by the Society may only take place by the end of a financial year and with due regard to a period of notice of four weeks.
However, the membership may be terminated in any case by the end of the financial year following the financial year in which termination is delivered.
Membership may also be terminated immediately if the Society or a member cannot reasonably be required to continue the membership.
- 4. Termination in breach of the provisions of the previous paragraph shall have the membership terminate at the earliest time permitted following the date of termination.
- 5. A member may terminate membership with immediate effect within one month of the member having been informed of the Society being converted into another legal form or of a merger or split within the meaning of Title 7 Volume 2 of the Netherlands Civil Code.
- 6. A member may also terminate membership with immediate effect within one month of the member having become aware of or being informed of a decision that limits the member's rights or that made the member's obligations in respect of the Society more onerous.
In that situation, the decision does not apply to the member in question.
A member is not authorised to use termination of membership to exclude a decision that changes the financial rights and obligations of the member, in respect of the member in question.
- 7. Removal of membership is delivered by the Board.
- 8. For a period of one month following receipt of notification of the decision, the person concerned may appeal to the General Meeting against a decision to terminate membership by the Society on the basis that a member does not comply with the member's obligations in respect of the Society, or against the Society stating that it cannot reasonably be required to have the membership continue, or against a decision to remove membership.
The member in question shall be informed In Writing of the decision whilst giving reasons as soon as possible. The member will be suspended during the appeal period and pending the

appeal, on the understanding that the suspended member is entitled to account for himself at the General Meeting that will deal with the appeal referred to in this paragraph.

9. If membership ends during the course of a financial year, the annual contribution is still due for the full year.
10. The rights and obligations of a benefactor may be ended by termination by either party at any time, except that the annual contribution over the pending financial year will remain due over the full year.
11. Termination by the Society within the meaning of the previous paragraph is delivered by the Board.

Article 8.

Annual contributions. Obligations.

1. The members, members of merit, alumni members, and benefactors are bound to pay an annual contribution determined by the General Meeting. They may be included in categories that carry a different contribution.
2. Honorary members - insofar as they are not members at the same time - do not pay an annual contribution but have the same rights as members.
3. In exceptional situations, the Board is authorised to grant full or partial exemption from paying a contribution.
4. After obtaining permission from the General Meeting, the Board is authorised to attach obligations to membership.

Article 9.

Management.

1. The Board comprises a total of three or more persons, as determined by the General Meeting, who are appointed by the General Meeting. Board members shall be appointed from members of the Society, with due regard to the provisions of paragraph 2 of this Article. Honorary members and alumni members cannot be appointed as Board members.
2. Board members are appointed from one or more binding nominations, with due regard to the provisions of paragraph 3 of this Article. The Board or ten or more members are authorised to make such nominations. A nomination by the Board is communicated in the notice convening the meeting. A nomination by ten or more members must be submitted In Writing to the Board before the start of the



meeting.

3. The binding nature may be removed from every nomination by means of a resolution passed with at least two-thirds of the votes cast at a General Meeting, passed at a meeting at which at least two-thirds of the members are represented.
If the nomination includes one candidate for one vacancy, a decision on the nomination leads to the candidate being appointed, unless the binding nature is removed from the nomination.
4. If there is no nomination, or if the General Meeting decides to remove the binding nature from the nominations in accordance with the previous paragraph, the General Meeting is free in its choice.
5. If there is more than one binding nomination, the appointment is from those nominations.

Article 10.

End of Board membership. Resignation. Suspension.

1. Every Board member, even when a Board member was appointed for a specific period, may be dismissed or suspended by the General Meeting at any time.
A suspension that is not followed by a resolution to dismiss within three months, ends by expiry of that period.
2. Board members are appointed for a maximum period of one year. In this situation, a year refers to the period between two consecutive annual meetings. A Board member who resigns may be re-elected twice.
3. Membership of the Board also ends:
 - a. due to termination of membership of the Society in respect of a Board member who was appointed from the members;
 - b. by stepping down.

Article 11.

Offices of the Board. Decision-making by the Board.

1. The Board, except for the first Board whose members will be appointed in office, will elect a president, a secretary, and a treasurer from its members. The Board may appoint a deputy for each of them from its members. A Board member may hold more than one office.
2. The Board shall meet as often as one or more of its members deems necessary.
The notice convening the meeting is issued by the Board member who initiates the meeting, whilst stating the topics on the agenda, with due regard to a period for convening a meeting of at least eight days.



At the meetings, each Board member is entitled to cast one vote.

The Board members may be represented by another Board member by means of a Written proxy. Board meetings may be held by means of telephone or video conferences, or by any other means of communication, provided that each participating Board member can be heard by all others simultaneously and provided that such meetings are chaired from the Netherlands.

The secretary shall prepare minutes of the business of every Board meeting that will be adopted and signed by the president and the secretary.

The minutes can also be signed electronically provided that the identity of the signatories can be established with sufficient certainty.

3. The Board decides with an absolute majority of the valid votes cast of all the Board members present or represented at the meeting who may take part in the decision-making.
The Board may take decisions without holding a meeting provided this takes place In Writing, all Board members are familiar with the decision to be taken, none of them object to this manner of decision-making, and the decision is taken with an absolute majority of all valid votes cast by Board members who may take part in the decision-making.
In the event of a tied vote, the General Meeting decides.
4. A Board member with a direct or indirect personal interest that is in conflict with the interests of the Society and its associated organisation, reports this immediately to the other Board members and provides all the relevant information.
Without the presence of the Board member in question, the other Board members decide whether there is conflict of interest with the interests of the Society and its associated organisation.
A Board member does not take part in the deliberations or decision-making if the Board member in question has a direct or indirect personal interest that is in conflict with the interests of the Society and its associated organisation.
If this means a Board decision cannot be taken, the resolution shall be passed by the General Meeting.
5. The house rules may provide further rules for the meetings of and decision-making by the Board.



Article 12.

Tasks of the Board. Representation. Fees.

1. Subject to the restrictions under the Articles of Association, the Board is charged with the management of the Society. In fulfilling their duties, the Board members must be guided by the interests of the Society and its associated organisation.
2. If the number of Board members dropped below three, the Board remains authorised. However, the Board is obliged to convene a General Meeting as soon as possible to deal with filling the vacancies that arose. In the event of the absence or inability to act of one or more Board members, the remaining Board members are charged with management. The General Meeting ensures that a person is appointed who shall manage the Society temporarily in the event of the absence or inability to act of all Board members or of the sole Board member. For the purposes of these Articles of Association, the inability to act shall in any case refer to a circumstance where
 - a. the Board member is unavailable for a period of more than seven days due to illness or other causes; or
 - b. the Board member is suspended.
3. The Board is authorised to have certain elements of his task carried out under its responsibility by committees that are appointed by the Board.
4. Provided it has approval from the General Meeting, the Board is authorised to decide to conclude agreements to acquire, alienate or encumber registered property and to conclude agreements where the Society binds itself as security or joint and several co-debtor, warrants the performance of a third party, or provides security for a debt of another, and to represent the Society in respect of these acts. The absence of the aforementioned approval from the General Meeting may be invoked against third parties.
5. The General Meeting is authorised to subject Board decisions to its approval. These decisions must be clearly set out and communicated to the Board In Writing.
6. Without prejudice to the provisions of paragraph 4 of this Article, the Society is represented by the Board. The power of representation is vested in the president, or two other Board members.
7. Board members may be awarded remuneration.

Expenses of Board members will be reimbursed on presentation of the supporting documents.

Article 13.

Board report. Accounts and reports.

1. The Society's financial year shall run from the first of October to the thirtieth of September.
2. The Board is obliged to maintain an administration of the assets of the Society and of all the activities of the Society in line with the requirements that result from those activities, and to keep the corresponding books, documents, and other data carriers in such a manner that the rights and obligations of the Society can be known from them at any time.
3. Within six months of expiry of the financial year, except when this period was extended by no more than four months by the General Meeting, the Board gives a Board report to a General Meeting about the state of affairs of the Society and its management. The Board presents the balance sheet and the statement of income and expenditure with notes on paper to the General Meeting for approval.
The documents shall be signed by the Board members; if the signature of one or more of them is missing, this shall be stated and reasons for this omission shall be given. After expiry of the period, any member may claim in law that the Board members comply with these obligations.
4. Each year, the General Meeting appoints a finance committee of at least two persons, who may not be Board members, from the members.
The finance committee examines the documents referred to in the second full sentence of paragraph 3 of this Article and issues a report of its findings to the General Meeting.
The Board is obliged to provide the finance committee with all the information it requests for the benefit of its examination, to show the cash of the Society and the securities if required, and to make the books, documents and other data carriers of the Society available for consultation.
5. If the examination of the accounts and reports requires special accounting knowledge, the finance committee may be assisted by an expert.
6. The instructions of the finance committee may be revoked by the General Meeting at any time, but only by appointing another finance committee.
7. The Board is obliged to keep the books, documents and other data carriers referred to in paragraphs 2 and 3 of this Article

for a period of seven years, without prejudice to the provisions of paragraph 8 of this Article.

8. The data saved on a data carrier, with the exception of the balance sheet and statement of income and expenditure drawn up on paper, may be transferred and stored on another data carrier, provided that the data is transferred and presented correctly in full, is available throughout the entire retention period and can be presented in a readable format within a reasonable time frame.

Article 14.

General Meetings.

1. The General Meeting has all the powers of the Society that have not been tasked to the Board by law or the Articles of Association.
2. Each year, a General Meeting - the annual general meeting - shall be held within six months of expiry of the financial year. This annual general meeting shall deal with:
 - a. The Board report and the accounts and report as referred to in Article 13 with the report of the committee referred to therein;
 - b. Granting discharge to the Board for its management during the past financial year;
 - c. Appointing the committee referred to in Article 13 for the next financial year;
 - d. Filling any vacancies;
 - e. Proposals from the Board or members, announced in the notice convening the meeting.
3. Other General Meetings are convened as often as the Board deems desirable, or when it is obliged to do so pursuant to the law or the Articles of Association.
4. At the Written request of at least such a number of members as authorised to cast at least one-tenth of the votes, the Board is obliged to convene a General Meeting within a period of no more than four weeks from submitting the request.
If the request is not heeded within fourteen days, the requesting parties themselves may convene a meeting by convening in accordance with Article 18 or by means of an advert in a newspaper that is read commonly in the place where the Society is based, with due regard to the period of notice referred to in Article 18.

In that situation, the requesting parties may charge others than the Board members with chairing the meeting and preparing the minutes.

Article 15.



Admission and voting rights.

1. Admission to the General Meeting is open to all members of the Society, the Board members, all alumni members, all honorary members, all members of merit, and all benefactors. Suspended members, except for the provisions of Article 7.8, and suspended Board members are not admitted.
2. The General Meeting shall decide on admitting persons other than those referred to in paragraph 1 of this Article.
3. Every member of the Society who is not suspended shall have one vote.
Board members have an advisory vote as such.
4. A member may cast the vote of another member by means of a Written proxy.
5. If the Board has given the opportunity for this in the notice convening a General Meeting, the members are authorised to exercise their voting rights by electronic means of communication, provided (i) the conditions to be imposed on the use of the means of communication such as the connection, the security et cetera are announced in the notice convening the meeting, (ii) the member can be identified, (iii) the member can take cognisance of the proceedings of the meeting directly, and (iv) if this opportunity has been given, the member can participate in the deliberations.
6. If the Board has given the opportunity for this In Writing, votes may be cast prior to the General Meeting by means of electronic means of communication, but not before the thirtieth day prior to the day of the meeting, at an email address designated specifically for this purpose.
These votes shall be equal to votes cast at the General Meeting.

Article 16.

Chairmanship Minutes

1. The General Meeting may be chaired by the president of the Society or a deputy of the president.
In the absence of the president and the deputy of the president, one of the other Board members to be designated by the Board shall act as chairperson.
If the chairmanship cannot be provided for in this manner, the meeting itself shall appoint a chairperson.
Until then, the chairmanship shall be held by the person oldest in age present at the meeting.
2. The secretary or another person appointed to that end by the chairperson shall prepare minutes of the business of every meeting, which will be adopted and signed by the chairperson and the secretary.



The minutes may also be signed electronically provided the identity of the signatories can be established with sufficient certainty.

Those who convene a meeting may have an official record prepared of the business of the meeting.

The content of the minutes or the official record shall be communicated to the members.

Article 17.

Resolutions of the General Meeting.

1. The decision of the chairperson given at the General Meeting on the result of a vote is final. The same shall apply to the content of an adopted decision insofar as the vote was on a proposal that was not Written.
2. However, if the accuracy of that opinion as referred to in the first paragraph is challenged immediately after its pronouncement, a new vote shall be taken if the majority of the meeting, or, in the event the original vote was not taken by roll call or by ballot, any attending person with voting rights so requires.

This new vote will nullify the legal consequences of the original vote.

Votes cast electronically in accordance with Article 15.6 before the General Meeting shall also be deemed to have been cast in the new vote.

3. Insofar as not provided otherwise by law or the Articles of Association, all resolutions by the General Meeting are passed with an absolute majority of the votes cast.
4. Blank votes and invalid votes shall be deemed not to have been cast.
5. If, during the election of persons nobody obtained the absolute majority, a second vote will be held, or in the event of a binding nomination, a second vote between the proposed candidates.

If again no person obtained the absolute majority, another vote is taken until either one person has obtained the absolute majority or a vote is taken between two persons and the votes are tied.

Each revote of this nature, not including the second vote, will be held between the persons voted on in the previous votes, with the exception of the person who secured the least number of votes in the previous vote. If more than one person received the fewest number of votes in the previous vote, lots will be drawn to decide which of these persons is not included in the next vote.



In the event of the votes being tied in a vote between two persons, lots shall be drawn to decide which of the two will be elected.

6. If votes are tied, the proposal is rejected, without prejudice to the provisions of paragraph 5 of this Article.

7. All votes will be cast orally.

However, the chairperson is entitled to decide votes will be cast by means of a ballot.

If it concerns an election of persons, a person present at the meeting and entitled to vote may require a vote by means of a ballot.

Voting by ballot is by means of unsigned secret ballots.

Decision-making by acclamation is possible, unless a person entitled to vote requires a vote by roll call.

8. A unanimous resolution of all members, even if they are not gathered at a meeting, and provided it was passed with the Board's prior knowledge, has the same force as a resolution passed by the General Meeting.

The same applies to resolutions to amend the Articles of Association or dissolve the Society.

9. For as long as all members are present or represented at a General Meeting, valid resolutions may be passed, provided by unanimous vote, about all topics on the table - therefore also including a proposal to amend the Articles of Association or to dissolve the Society - even if the meeting was not convened in the prescribed manner or any other requirement regarding convening and holding meetings or another associated formality was not taken into account.

Article 18.

Convening a General Meeting.

1. The Board convenes the General Meetings, without prejudice to the provisions of Article 14.4.
The notice meeting convening the meeting is sent In Writing to the addresses, including email addresses, of the members and the benefactors in the register referred to in Article 5.
The period for convening a meeting is at least seven days.
With the Written consent of a member or a benefactor, a meeting may be convened by means of a legible and reproducible message sent electronically to the address the member or benefactor stated to the Society for this purpose.
2. The notice convening the meeting states the topics on the agenda, without prejudice to the provisions of Articles 19 and 20.

Article 19.

Amending the Articles of Association.

1. Without prejudice to the provisions of Articles 17.8 and 17.9, the



Articles of Association can only be amended by a resolution of the General Meeting, convened with the notice that an amendment of the Articles of Association shall be proposed.

2. Those who convened a General Meeting to deal with a proposal to amend the Articles of Association, shall make a copy of that proposal that contains the proposed amendment verbatim available for inspection to the members at a convenient place for the members at least five days prior to the meeting until the end of the day on which the meeting is held.
3. A resolution to amend the Articles of Association requires a majority of at least two-thirds of the votes cast, at a meeting where at least one-tenth of the members if present or represented. If one-tenth of the members is not present or represented, a second meeting will be convened after that meeting, to be held within four weeks of the first meeting where a resolution may be passed on the proposal as it was on the agenda at the previous meeting, irrespective of the number of members present or represented, provided there is a majority of at least two-thirds of the votes cast.

4. An amendment to the Articles of Association only becomes effective after a notarial deed has been prepared. Every Board member is authorised to have that deed executed.

Article 20.

Dissolution

1. The Society may be dissolved by means of a resolution passed by the General Meeting.
The provisions of Articles 19.1 and 19.3 apply by analogy.
2. After the dissolution, the Board members deal with the liquidation.
The Board may decide to appoint other persons as liquidators.
3. The positive balance after liquidation is transferred to those who were members at the time of passing the resolution to dissolve the Society. Each of those receives an equal share. However, the resolution to liquidate may also give another use for the positive balance.
4. Following the liquidation, the dissolved Society's books, documents, and other data carriers will remain in the custody of a person appointed by the liquidators throughout the statutory retention period.
5. The liquidation shall also be subject to the provisions of Title 1, Volume 2 of the Netherlands Civil Code.



Article 21.

House rules.

1. The General Meeting may adopt house rules.
2. The house rules may not be in breach of the law, including when it does not contain mandatory law, nor with the Articles of Association.

Final statement.

Finally, the persons appearing, acting as aforementioned, stated that the business of the aforementioned meeting of members is demonstrated by the minutes, a copy of which is appended to this deed.

End of this Deed.

The persons appearing are known to me, the notary.

In witness whereof this deed was executed in Groningen on the date at the top of this deed.

After stating the substance of this deed and after giving an explanation of its content to the persons appearing, they stated to have taken cognisance of the content of this deed, and not to require it to be read out in full.

Following its limited reading, the deed was signed by the persons appearing and by me, the notary.

(Signatures)

ISSUED AS A TRUE COPY:

[signature]

Stamp: M. de Jong, Notary in Groningen