

## **Name and registered office**

### **Article 1**

The name of the association is: **Student Association for European Studies**.

Its registered office is in **Amsterdam**.

## **Object**

### **Article 2**

The object of the association is:

to promote activities and the provision of information by students for students, prospective students and third parties that are involved directly or indirectly with the European Studies programme at the Faculty of Humanities of the University of Amsterdam.

## **Duration**

### **Article 3**

The association has been established for an indefinite period.

## **Members**

### **Article 4**

1. Ordinary members and honorary members are members, as referred to in Book 2 of the Dutch Civil Code, who are studying or have studied European Studies at the University of Amsterdam, or are interested in the activities of the association.
2. A person who wishes to become a member must apply in writing to the secretary for that purpose. The board will decide in the first instance whether or not a candidate will be admitted as a member. The secretary will notify the candidate without delay in writing of a decision to refuse admission. If a candidate is not admitted in the first instance, he/she can appeal to the general meeting within fourteen days after receipt of the notification. The appeal must be submitted to the secretary in writing. A decision will be taken on the appeal at the next general meeting.
3. An honorary member is a person who has been appointed as such by a unanimous vote by the general meeting on the grounds of special service to the association.

### **Article 5**

The association has **donors**. A **donor** is someone who has registered as such with the board and has been admitted by the board. He/she supports the association with a financial contribution, the minimum amount of which is set by the general meeting.

## **End of the membership**

### **Article 6**

1. The membership ends:
  - a. Upon death;
  - b. By termination in writing by the member; this can take place at any time without a period of notice having to be observed;
  - c. By termination in writing by the board on behalf of the association; this can take place at any time without a period of notice having to be observed if a member has ceased to meet the requirements set pursuant to the articles of association for the membership, and also if the association cannot reasonably be expected to let the membership continue;
  - d. By disqualification; this can only be pronounced by the board if a member acts in contravention of the articles of association, regulations or decisions of the association or unreasonably disadvantages the association.

2. Both a termination of membership on behalf of the association and a disqualification concerning a board member will take place by a resolution of the general meeting.
3. The person with regard to whom a resolution to proceed to termination or disqualification has been taken on behalf of the association will be notified in writing as soon as possible of the resolution, stating the reasons. He/she may appeal to the general meeting within four weeks after receipt of the notification. The appeal must be submitted to the secretary in writing.
4. During the appeal period and pending the appeal, the person concerned shall be suspended, on the understanding however that he/she is authorised to attend and to address the general meeting in which a decision is taken on the appeal, during the time when the appeal is being considered. **The suspended member** has no right to vote in that meeting.

## **Suspension**

### **Article 7**

1. In the cases referred to in article 6 paragraph 1 (d), the board can suspend a member as such for a period of up to three months, if the board does not believe there are sufficient grounds for deciding to proceed to a disqualification.
2. The provisions in article 6 paragraphs 2 up to and including 4 apply correspondingly.
3. Suspension of a board member as a member of the association also entails suspension as a board member. The end of the membership also entails the end of the board membership.

## **Rights and obligations**

### **Article 8**

1. Without prejudice to what is otherwise provided by law, these articles of association or any by-laws, the members have the right to use the facilities and property of the association as designated by the board.
2. The general meeting sets the fees and other contributions to be paid by the members. In addition, the general meeting can decide that a registration fee, to be determined by the general meeting, shall be paid upon the commencement of the membership.
3. The board determines how and by which date the financial obligations must be met at the latest.
4. Persons whose membership has commenced or has ended or who have been suspended are required to pay the fee for the full year in which the commencement, end or suspension occurred, unless the board decides otherwise.

## **The board**

### **Article 9**

The management of the association and the management of its assets are assigned to the board. The board is also authorised to enter into agreements to purchase, sell or encumber registered property, to enter into agreements by which the association binds itself to provide a guarantee, or become jointly and severally liable as co-debtor, or act for and on behalf of a third party or furnish collateral for a debt incurred by another.

### **Article 10**

1. The board consists of at least three members. The general meeting will set the number of board members above the aforesaid minimum. The board consists of at least a chair, a secretary and a treasurer. Only members of the association can be elected as board members. The board members are elected, suspended and dismissed by a resolution of the general meeting. The appointment committee will perform the allocation of duties, as provided in article 19.3.

2. The full board will retire annually at a general meeting of members, as referred to in article 13. Retiring board members can be re-elected immediately.
3. A board member can resign at any time.
4. In the event of a vacancy on the board, a general meeting will be held within two months after the vacancy has arisen with a view to filling it, unless the board decides to delay filing the vacancy until the next general meeting scheduled by the board. If the board temporarily consists of fewer than three persons, the board will continue to form a competent body, without prejudice to the obligation referred to above to fill the vacancy.

#### **Article 11**

1. The board meets at least once a month. The chair or at least two members of the board will decide where and when a board meeting is to be held. A board meeting is convened by the chair or by the secretary on the chair's behalf.
2. The chair sets the agenda. The chair is obliged to place a specific item on the agenda on the request of at least one board member. The board must honour the request of an SES member to consider a specific topic.
3. Valid resolutions are taken by an absolute majority of the votes validly cast. Each board member is entitled to cast one vote. In the event of an equality of votes, the chair shall have a deciding vote.
4. The secretary keeps minutes, unless the board decides that a list of resolutions will suffice. The minutes or the list of resolutions, as applicable, are/is adopted by the board.

#### **Representation**

##### **Article 12**

At least two board members are jointly authorised, with the knowledge of the other board members, to represent the association both in and out of court.

#### **General meetings**

##### **Article 13**

1. A general meeting will be held at least once a year within six months after the end of the financial year, i.e. before 1 March of each calendar year. The general meeting of members can however extend the aforesaid period for each year separately.
2. The secretary convenes the general meetings by means of a written announcement. The notice period for convening a general meeting is at least fifteen days, not counting the day of the meeting.
3. The announcements shall state the time and place of the meeting to be held, as well as the agenda.
4. A general meeting of members shall also be convened if the chair so decides, pursuant to a decision of the board or if this is obligatory under the law or the articles of association. The board is obliged to convene a general meeting if at least ten members, or as many members as are jointly authorised to cast one tenth (1/10) of the votes in a general meeting, request the board in writing, specifying the topics to be considered, to schedule a meeting.  
If the board follows up such a request in such a way that the meeting does not take place within four weeks, the applicants are themselves authorised to convene such meeting, to consult the register of members for that purpose, to set an agenda and to designate the chair of the meeting.
5. The chair of the board chairs the meetings. In the event of the absence or inability to act of the chair, the meeting will be chaired by the secretary and in the event of the absence or inability to act of the secretary, by the treasurer. In the event of the absence or inability to act of the treasurer the board – if it consists of more than three members – shall designate

from among its members a person who will chair the meeting. The provisions in paragraph 4 of this article shall be duly observed with a view to the above.

6. Every member who has not been suspended, except as provided in article 6 paragraph 4, has access to the general meeting and is authorised to address the meeting and submit proposals.
7. Every member has one vote. A vote can be cast by an authorised other member. A member who is present can only be authorised by one absent member by means of a copy of a valid ID and signature of the absent member.
8. The general meeting can adopt by-laws.
9. The general meeting shall decide in all cases not provided for by the law, these articles of association or any by-laws.
10. The general meeting can resolve to arrange for certain related organisations to perform student activities within the framework of the association and its object and under the responsibility of the association, to which resolution the general meeting may attach conditions and provisions.
11. The articles of association allow at least ten members jointly to make an alternative nomination for a candidate board. If that is the case, those members must inform the incumbent board thereof before the start of the general meeting of members, and the incumbent board will then be obliged to include the alternative nomination in the agenda. The procedure will be as follows in that case: two rounds of voting will take place. In the first round of voting, the members decide by an absolute majority of votes which of the two nominations is to be the definitive nomination. This definitive nomination is voted on in the second round of voting.
12. If there is no alternative nomination, only the second round of voting will take place.

#### **Article 14**

1. The following items must be included in the agenda for at least one meeting:
  1. Election of the board members;
  2. Annual report by the board on the past financial year;
  3. Provision of figures and rendering of account by the board of the management as conducted in the past financial year;
  4. Annual appointment of an audit committee, consisting of at least two members, who must not be part of the board;
  5. Report of the findings of the audit committee;
  6. Determination of the allocation formula for the income of the association for the current financial year.
2. The agenda of a general meeting will set by the board, with due observance of the provisions of this article.

#### **Article 15**

1. In order to adopt a resolution during the general meeting, the number of votes in favour must be at least half of the votes plus one half. Blank votes are counted as part of the total number of votes, but abstentions are not.
2. Votes on persons are taken in writing, and votes on other matters are taken orally.
3. In the event of an equality of votes, the proposal concerned shall have been rejected. If no one has gained an absolute majority in a vote on persons, a second vote shall take place between the two persons who received the most votes. In the event of an equality of votes in the second round of voting, a decision will be made by drawing lots.

#### **Financial year**

#### **Article 16**

The financial year of the association extends from 1 September up to and including 31 August of the next year.

### **Amendment of articles of association**

#### **Article 17**

1. These articles of association can be amended by a resolution of the general meeting, taken by a majority of at least two thirds (2/3) of the votes validly cast. At least half of the members are required to be present or represented in that meeting. The notice period for convening a general meeting is at least fifteen days.
2. If fewer than half of the members are present or represented at a meeting in which a proposal for the amendment of the articles of association is considered, a new meeting will be convened, to be held no earlier than ten days and no later than three weeks after the first. At this meeting, a resolution to amend the articles of association can be taken in a legally valid manner by a majority of at least **two thirds** of the votes validly cast, regardless of the number of members present or represented.
3. At least five days before the meeting a copy of that proposal, containing the literal wording of the proposed amendment, must be available for inspection by members in a place suitable for that purpose until after the end of the day on which the meeting is held.
4. The amendment will only become affective after a notarial deed has been drawn up for that purpose. Every board member is authorised to have that deed executed.
5. The board members are obliged to inform the trade register kept by the Chamber of Commerce within whose area the association has its registered office of any significant amendment.

### **Dissolution**

#### **Article 18**

1. The provisions of article 17 paragraphs 1, 2 and 3 apply correspondingly to a resolution for the dissolution of the association.
2. In the event of dissolution, the utilisation of the credit balance will be determined by a resolution of the general meeting. The provisions of article 17 paragraphs 1, 2 and 3 also apply correspondingly to this resolution.

### **Application committee**

#### **Article 19**

1. The application committee is responsible for nominating a candidate board. The application committee consists of at least three persons.
2. The board opens the applications for the application committee. The candidates will present themselves in a general meeting of members, after which the meeting will proceed to vote (anonymously): in three or more rounds, depending on the number of places available, the members can state their preferred candidate in writing. The votes are aggregated after each round, after which the person with the most votes is elected first to the application committee. After all rounds, the application committee is nominated and the meeting can approve or reject the committee that has been nominated.
3. The application committee opens the applications and holds the interviews. To that end it draws up a document containing a profile by reference to which the applicants are assessed. From the applicants, it chooses a board of preferably five people, and determines (possibly in consultation with the candidates) the allocation of positions within the board. At least one week before the general meeting of members, in which a candidate board is nominated, the application committee will publish its nomination in a report, in which it provides a clear explanation of the considerations involved in its choice.

4. The Supervisory Board is required to review the application procedure of the committee, using the document as described in article 19.3. The Supervisory Board is not part of the committee and its review focuses only on the process.

### **Supervisory Board**

#### **Article 20**

1. The Supervisory Board is a body consisting of three members that supervises the board and aims to safeguard the long-term interests and continuity of the SES. In addition, the Supervisory Board supports the board in an advisory capacity when the board or Supervisory Board considers this necessary. Lastly, the Supervisory Board can mediate in a conflict between members and the board. The Supervisory Board is not authorised to suspend or represent the board.
2. The Supervisory Board is appointed by the general meeting of members.
3. The period of office of the Supervisory Board extends from 1 September up to and including 31 August of the next year.
4. In the event of the death of the full board, the Supervisory Board temporarily assumes the responsibilities of the board. It is also authorised in that case to nominate an appointment committee.
5. The other powers and obligations of the Supervisory Board are in line with Section 2:57 of the Dutch Civil Code.

### **Audit committee**

#### **Article 21**

1. The purpose of the audit committee is to review the performance of the daily duties of the treasurer. The audit committee is required to report to the general meeting of members if a significant error has occurred in the treasurer's performance of his/her duties.
2. The audit committee consists of at least three persons.
3. The audit committee is appointed in the same way as the appointment committee, as provided in article 19.2.

### **Final provision**

#### **Article 22**

The general meeting of members shall have all powers in the association that are not assigned to other bodies by law or the articles of association.

#### **Final clause**

The persons appearing declared – insofar as required partly on behalf of the parties involved in this deed – that they had been given an opportunity to take cognisance of the contents of this deed well in advance and that they consented to them.

The persons appearing have sufficiently proved their identity to me, civil-law notary, by virtue of the document designated for that purpose.

**IN WITNESS WHEREOF** this deed was executed in Amsterdam on the date stated at the beginning of this deed.

After the substance of this deed had been communicated and explained to the persons appearing, I, civil-law notary, pointed out to the persons appearing the consequences arising for the parties or one or more of them from the contents of this deed.

After a limited reading of this deed it was then signed by the persons appearing and by me, civil-law notary.