

## **Association Statute S.K.V. Hercules. English Translation (not official)**

### **STATUTES**

#### **NAME AND ESTABLISHMENT**

##### Article 1

1. The association has the name **Studenten Krachtsport Vereniging HERCULES**
2. The association was established in **Enschede, The Netherlands**.

#### **TARGET**

##### Article 2

1. The aim of the association is to profile itself as an accessible, social association that offers its members motivation, support and more professionalism in the practice of strength sport at the UT.
2. The association seeks to achieve this goal by, among other things, engaging in activities that encourage social, motivation and professionalism, among other things by offering guidance to its members and interested non-members, by monitoring the strength facilities and by acting as a point of contact for matters related to the strength sport.

#### **MEMBERS AND DONATORS**

##### Article 3

1. A member must have a facilities card approved by the UT's Student Union.
2. Registration as a member or donator must be done by writing to the board, or any other method that the board came up with.
3. The board decides on the admission of members or donators. The board informs the person concerned and the general member assembly meeting of the decision to refuse membership or donatorship, stating the reasons. In the event of non-admission by the board of members or donator, in a general member assembly meeting can still decide on admission.

#### **MEMBER REGISTRATION**

##### Article 4

The board keeps a register in which the names and addresses of the members and donators are registered. The members are obliged to ensure that their address and other details are known to the board.

#### **ANNUAL CONTRIBUTION**

##### Article 5

1. The members are obliged to pay an annual or half-yearly contribution, the amount of which will be determined annually by the general member assembly meeting. To this end, they can be divided into categories that pay a different contribution.
2. In special cases the board may grant members a full or partial exemption from paying a contribution, stating the reasons for this to the general member assembly meeting.

#### **TERMINATION OF MEMBERSHIP**

##### Article 6

1. The membership ends: a. By cancellation by the member; b. by cancellation by the association; c. by dismay; d. by the death of the member.
2. Termination by the member can occur without giving reasons.
3. Termination of membership can only be done in writing, whereby a cancellation period of at least four weeks must be observed. Notwithstanding the foregoing, a member may terminate his membership with immediate effect if the member cannot reasonably be expected to have the membership continue and within one month of being notified of a decision to convert the association into another legal form or to merge .
4. Termination by the association is done by the board and is only possible:
  - a. If a member does not fulfill his obligations towards the association;
  - b. when the association cannot reasonably be expected to have the membership to continue.
5. Expulsion takes place by the board and can only take place if a member acts contrary to the articles of association, regulations or decisions of the association, or unreasonably harms the association.
6. The board informs the member concerned as soon as possible of a decision to cancel the membership of the association and a decision to expel, stating the reasons. He may appeal at the general member assembly meeting within one month of receiving the notification. The member is suspended during the appeal period and during pending the appeal.
7. If the membership ends in the course of a financial year, the annual or half-yearly contribution must still be payable in full.

## **MANAGEMENT**

### **Article 7**

1. The board consists of at least **three** people and is appointed from among the members by the general member assembly meeting.
2. If the board temporarily consists of fewer than four people, it is nevertheless authorized to convene a general member assembly meeting as soon as possible to fill the vacancy/ vacancies.
3. board members are nominated by the board or by at least five members.
4. The chairman, secretary and treasurer are appointed to the position.  
The functions of chairman, secretary and / or treasurer cannot be combined.
5. The entire board resigns annually. Retiring board members are immediately eligible for reappointment.
6. A board member can be dismissed or suspended by the general assembly meeting at any time.
7. A board member resigns if his membership ends.
8. If a board member resigns prematurely, the board member must be accountable for this to the general member assembly meeting.

## **ADMINISTRATIVE POWER**

### **Article 8**

1. The board is responsible for managing the association.

2. The board is authorized, subject to the approval of the general member assembly meeting, to enter into agreements for the acquisition, disposal or encumbrance of registered property and to enter into agreements whereby the association undertakes to act as guarantor or joint and several co-debtor, asserts itself for a third party to provide security for a debt of another.

The lack of approval as referred to in this paragraph can be invoked against third parties.

## **COMMITTEES**

### **Article 9**

1. The board is assisted in the performance of its duties by committees.
2. The members of committees are appointed by the board or the general member assembly meeting, with the exception of the committee as referred to in article 13 paragraph 4 , and dismissed by the person who appointed the member.
3. The general management of a committee rests with the head of the committee.
4. The committee head is appointed annually by the board or the general member assembly meeting on the recommendation of the committee.
5. Commissions are accountable to the board at all times.
6. Committees can be dissolved at any time by the person who established the committee.

## **REPRESENTATION**

### **Article 10**

1. The board represents the association, unless otherwise provided by law.  
The authority to represent is moreover vested in the chairman together with either the secretary or the treasurer.
2. In all cases where the association has a conflict of interest with one or more board members, it is represented by the person or persons to that end - whether or not annually - designated by the general member assembly meeting.

## **MANAGEMENT MEETINGS AND DECISIONS**

### **Article 11**

1. The meetings of the board are held in the municipality where the association is located, unless all board members agree on a different location.
2. At least one meeting is held every year.
3. Meetings will also be held if the chairman deems this desirable or if one of the other board members directs the request to that effect in writing and stating the subjects. If the meeting is not held within three weeks, the applicant is authorized to convene a meeting himself, subject to the required formalities.
4. The call to the meeting must be in writing at least seven days in advance, not including the day of the call and that of the meeting.
5. The call states, apart from the place and time of the meeting, the agenda.
6. If all board members are present at a meeting, valid decisions can be taken on all subjects, provided that they are adopted unanimously, even though the rules for calling and holding meetings have not been observed.

7. The meetings are led by the chairman; in his absence, the board appoints another board member as chairman.
8. The board can only take decisions if the majority of the board members are present or represented at the meeting.  
A board member may authorize another board member in writing to cast his vote.
9. Voting takes place orally, unless a board member requires a written vote.  
A written vote is taken by unsigned, closed papers.  
Blank votes are considered not to have been cast.
10. Every board member has the right to cast one vote.  
All decisions are taken by an absolute majority of votes.
11. The opinion expressed by the chairman of the board meeting on the result of the vote is decisive. The same applies to the content of a decision that has been taken, insofar as a vote was taken on a proposal that was not written down.  
If the correctness of the chairman's opinion is disputed immediately after the chairman's opinion has been pronounced, a new vote will take place if the majority of the meeting or, if the original vote was not taken jointly or severally, a board member so requests, the decision to be taken is recorded in writing. With this new vote, the legal effects of the original vote expire.
12. Minutes shall be kept of the proceedings at the meeting. The minutes are adopted by the chairman and the secretary and signed as evidence thereof.
13. The board may also take decisions outside of meetings, provided that all board members have been given the opportunity to express their opinion in writing, telegraphically, by telex, by fax or by e-mail and none of them objects to this manner of decision-making. The secretary draws up a report of a decision thus taken, enclosing the answers received, which is added to the minutes after the chairman has co-signed it.

## **FINANCIAL YEAR**

### **Article 12**

1. The financial year of the association is the same as the academic year.
2. The board is obliged to keep records of the financial position of the association in such a way that the rights and obligations of the association can be known at all times.
3. The board is obliged to draw up an annual balance sheet and statement of income and expenditure within three months of the end of the financial year.

## **GENERAL (YEAR) MEMBER ASSEMBLY MEETING**

### **Article 13**

1. General member assembly meetings are held in the municipality where the association is located.
2. Annually, within six months after the end of the financial year, unless this period is extended by the general member assembly meeting, a general member assembly meeting - the annual meeting - is held.
3. At the annual meeting, the board issues an annual report on its policy pursued in the past financial year. The board submits the balance sheet and statement of income and expenditure to the general member assembly meeting for approval.

Approval of the bill and accountability by the general member assembly meeting serves to discharge the board for its policy insofar as it appears from those documents.

4. If a statement from an accountant is not submitted with regard to the maturity of the documents, the annual general member assembly meeting shall appoint a committee of at least two members, who may not form part of the board. This committee examines the aforementioned documents and reports its findings to the general member assembly meeting.

The board is obliged to provide the committee with all the information it requires for its investigation, to show it the cash and the values if desired, and to provide access to the books and documents of the association.

### **OTHER GENERAL MEMBER ASSEMBLY MEETINGS**

#### **Article 14**

1. Other general member assembly meetings are held as often as the board deems desirable.
2. Furthermore, the board is obliged to convene a general member assembly meeting for a period of no longer than four weeks if at least one / tenth of the members entitled to vote or ten members so request in writing. If the board has not complied with this request within fourteen days, the applicants may proceed to the convocation themselves.

### **CONVENING GENERAL MEMBER ASSEMBLY MEETING**

#### **Article 15**

1. General member assembly meetings are convened by the board without prejudice to the provisions of article 14 paragraph 2 . The convocation is made in writing to the addresses of the members as stated in the membership register, stating the subjects to be dealt with within a period of at least fourteen days.
2. The explanation of the subjects to be discussed and the documents to be dealt with must be available for inspection at least fourteen days before the meeting at a suitable location for members until after the day on which the meeting is held.

### **ACCESS AND VOTING RIGHT**

#### **Article 16**

1. The members who have not been suspended have access to the general member assembly meeting.  
A suspended member has access to the meeting at which the decision of the board to suspend the member is discussed and is authorized to speak about it.
2. The chairman of the meeting shall decide on the admission of persons other than those referred to in paragraph 1 .
3. Every member of the association that is not suspended has one vote. A member may authorize another voting member in writing to cast his vote, on the understanding that a member may at most act as a proxy for another member.

4. A donator has access to the meeting, but only with an advisory vote.

## **PRESIDENCY / MINUTES**

### **Article 17**

1. The general member assembly meetings are chaired by the chairman of the board or his deputy. If the chairman and his deputy are absent, another member of the board designated by the board will act as chairman. If the chairmanship is not provided for in this way, the meeting itself provides for it.
2. Minutes shall be kept of the proceedings at each meeting by the secretary or a person designated by the board. The minutes are adopted by the chairman of the meeting and the secretary and signed by them as evidence thereof. The minutes will be submitted to the general member assembly meeting for approval in the next general member assembly meeting.

## **DECISION-MAKING OF THE GENERAL MEMBER ASSEMBLY MEETING**

### **Article 18**

1. Insofar as the articles of association do not prescribe a larger majority, the general member assembly meeting decides by an absolute majority of votes.
2. Blank votes are deemed not to have been cast.
3. All votes are cast orally unless the chairman of the general member assembly meeting considers a written vote desirable or one of those entitled to vote so requires before the vote. A written vote is taken by unsigned closed notes.
4. The opinion expressed by the chairman of the general member assembly meeting on the result of a vote is decisive. The same applies to the content of a decision taken, insofar as a vote was taken on a proposal that was not written down. If the correctness of this is disputed immediately after the chairman's opinion has been pronounced, a new vote will take place if the majority of the meeting or, if the original vote was not taken jointly or in writing, a person present and entitled to vote so requests. With this new vote, the legal effects of the original vote expire.
5. A unanimous decision of all members, even if they are not convened in a meeting, has the same force as a decision of the general member assembly meeting, provided that the board has been given prior knowledge.

## **HOUSEHOLD RULES**

### **Article 19**

The general member assembly meeting establishes internal rules . The rules of procedure may not conflict with the law or the articles of association.

## **AMENDMENT OF THE ARTICLES OF ASSOCIATION**

### **Article 20**

1. A resolution to amend the articles of association can only be passed by a general member assembly meeting, which has been specially called up with the announcement that an amendment to the articles of association will be proposed.  
A resolution to amend the articles of association can only be taken with a

majority of at least two thirds of the votes cast, at a meeting in which two thirds of the number of members is present or represented.

If the decision to amend the articles of association cannot be taken due to the lack of the required quorum, the proposal to amend the articles of association may be adopted at the next second general member assembly meeting by a majority of at least two-thirds of the votes cast.

This meeting can only be held after fourteen days with the same agenda as the first general member assembly meeting.

2. Those who have convened this meeting must make a copy of that proposal, in which the proposed change has been incorporated, at least fourteen days before the meeting, available for inspection at a suitable place for members until after the day on which the meeting is being held.
3. An amendment to the articles of association only takes effect after a notarial deed has been drawn up. Every board member is authorized to have this deed executed.

## **DISSOLUTION**

### **Article 21**

1. The association can be dissolved by a decision of the general member assembly meeting. The provisions of paragraph 1 of the previous article apply accordingly. In the decision to dissolve, a keeper of the books and documents is designated.
2. Insofar as the general member assembly meeting does not appoint other liquidators, the board members act as such to liquidate the assets of the association.
3. The liquidators transfer what remains after the creditors have paid the capital to an institution that spends the surplus as much as possible in accordance with the purpose of the association. However, the decision to dissolve may also give the surplus another destination.
4. At the end of the liquidation, the books and documents of the association must be kept for ten years by the depositary referred to in paragraph 1 .