

Changes in the Articles of association

28th of April 1999

Pro Deo

99006801/C-N

Today, **the twenty-eight of April nineteen-hundred-ninety-nine**, before me, **Mr. Willem Jan Hoordijk**, notary of Enschede, appeared:

Mr. JOHAN HENDRIK RUTGER SCHRADER, passport number N43229463, student, born in Enkhuizen on the twenty-seventh of September nineteen-hundred-sixty-seven, living at 7514 AK Enschede, Hengelosestraat 88, unwed and not registered as partner.

The person appearing declared:

He is board member of **Theatersportvereniging Pro Deo** in Enschede and is, as per, Article 20 paragraph 4 of the articles of association authorized to have this deed executed.

The articles of association are recorded by deed on the sixth of September nineteen-hundred-ninety-five before notary T.J.M de Rooij in Enschede. The articles of association have not been changed since the founding.

The members have in a meeting, as per article 20 of the articles of association, held on the nineteenth of March nineteen-hundred-ninety-nine, decided to make changes to the articles of association. A copy of the minutes of that meeting is attached to this deed. In agreement with this member meeting the person appearing hereby restates the articles of association as follows:

NAME, SEAT, AND GOAL.

Article 1

1. The association carries the name: **THEATERSPORTVERENIGING PRO DEO.**
They are settled in Enschede. The association is connected to the University of Twente
2. The association holds the goal to perform theatresports, to foster such an environment and mutual relationship to their members that partly because of this a solid foundation can exist for the blooming of theatresports, and everything that relates to, stems from or benefits that, everything in the broadest sense of the word.

MONETARY RESOURCES

Article 2

The monetary resources of the association will be gained from:

- a. Contributions
- b. The currency and resources for activities that have been provided by the members for said activities
- c. Subsidies, gifts, legacies, heirlooms, and all other lawful benefits

MEMBERS

Article 3

1. Members can be all those who endorse the goal of the association and have met the required obligations.
2. The board keeps a register in which names and addresses of the members have been recorded.
3. The primary target group of the association is students.

BENEFICIARIES AND HONERARY MEMBERS

Article 4

1. Beneficiaries are those who have declared themselves willing to financially support the association with a minimum-contribution that has been established in a member meeting. Beneficiaries are not members.
2. On the initiative of the board the member meeting can appoint honorary members. Honorary members are members.
3. Beneficiaries have no other rights and plights than those that have been given to or impose upon them by the articles of association.

ADMITTANCE

Article 5

The member meeting decides concerning the admittance of members.

END OF MEMBERSHIP

Article 6

1. The membership ends:
 - a. Through the dead of the member.
 - b. Through written cancelation by the member.
 - c. Through written cancelation by the association.

This can occur when a member does not fulfill their duties towards the association, as well as when the association can not be reasonably asked to continue the membership.

- d. Through withdrawal.

This can occur only be declared if the member has acted contrary to the articles of association, rules, or decisions of the association, or has disadvantaged the association unreasonably.

2. Cancelation by the association occurs through the board empowered by a decision of the member meeting.
3. Cancelation of the membership by the member or by the board can only occur towards the end of an association year and considering the notice period of four weeks. However, the membership can be cancelled immediately if the member or association cannot reasonably be expected to prolong the membership
4. A cancellation contrary to the decided in the previous paragraph will make the membership end at the earliest allowed time, following the date the cancelation was voiced.
5. A member is not authorized to exclude a decision in which the obligations of the members of a financial nature are aggravated towards him by terminating his membership.

6. Withdrawal of membership occurs through the board empowered by a decision of the member meeting
7. Of a decision for cancelation of membership by the association on the grounds of the fact that reasonably it cannot be expected of the association to prolong the membership and of the decision for withdrawal of a membership the person concerned can within a month of notification appeal at the member meeting.
They will therefore receive a written notification along with reasons at the earliest convenience. During the appeal-term and the appeal, the member is suspended.
8. When the membership ends during an association year, the yearly contribution and any other plight of a monetary nature stay owed in their entirety.

END OF THE RIGHTS AND PLIGHTS OF BENEFICIARIES

Article 7.

1. The rights and plight of a beneficiary can at all times be cancelled by either party through written cancelation, given that the yearly contribution for the running association year is still owed in its entirety.
2. Cancelation by the association occurs through the board.

MONETARY PLIGHTS

Article 8.

1. The members and beneficiaries are expected to pay a yearly contribution, that is set by the member meeting once a year. They can be separated into categories that have to pay different contributions.
2. The board is allowed to, in special cases, fully or partially exempt the plight to pay a contribution.
3. Increases in monetary plight have to serve the interests of the association.

RIGHT OF BENEFICIARIES

Article 9.

Except for the other rights allowed by these articles of association, they have the right to attend events organized by the association for their members that are of a non-functional nature.

BOARD

Article 10.

1. The board of the association consists of at least three people, who have been appointed by the member meeting.
The appointment originates from the members.
2. The appointment of board members happens from one or multiple binding nominations, subject to the determined in paragraph 3. The making of a nomination is reserved to the board as well as ten members. A nomination by ten or more members has to be handed in written to the board before the meeting.
3. Each nomination can become non-binding by a two-thirds vote at a member meeting at which at least two-thirds of the members is present.
4. If no nomination is made, or if the member meeting decides based on the previous to unbind a nomination, then the member meeting is free in their choice.

5. In the case that there are more than one binding nominations, the appointment happens from these nominations.

Article 11.

1. Every board member, even temporarily appointed ones, can at all times be fired or suspended. A suspension that is not followed by a decision to fire within three months, ends at the end of that term.
2. Every board member will step down at most three years after appointment, through a schedule to be made up by the board. The person that steps down is re-electable.
They who are appointed in a temporary position will take the place of their predecessor in the schedule.
3. The board membership ends in the following cases:
 - a. Through written thanks
 - b. Through loss of legal capacity and
 - c. Through the termination of membership of the association

Article 12.

1. The board appoints among themselves a secretary and a treasurer. The chair is directly appointed by the member meeting. The board can appoint a substitute from among themselves. A board member can have more than one function.
2. Minutes are made the things covered in each meeting by a therefore appointed board member, these are checked and signed by the secretary and chair.
3. The board can only make decisions if more the majority of the board members is present or represented.
The board decides with normal majority vote.
All votes happen orally, unless one of the board members desires written voting.
At suspension of vote, the proposal is assumed to be denied.

MANAGING TASK - REPRESENTATION

Article 13.

1. Observing the limits posed by the articles of association, the board is tasked with managing the association.
2. In case the amount of board members has lowered below three, the board stays authorized. It is however mandatory to arrange a member meeting as soon as possible, in which the filling of the open positions is discussed.
3. The board is authorized to, under their supervision, appoint committees to fulfill some of the managing tasks.
4. The board is, with approval of the member meeting, authorized to decide to buy, alienate, or object to registered property, yet not to the arrangement in which the association functions as a deposit or debtor, or poses themselves for a debt of a third party.
At the lack of approval of the member meeting, there can be appealed by and against the third party.
5. Regardless of the in the last full sentence of paragraph 4 decided, the association is represented by the board or by the chair and secretary together.

ANNUAL REPORT, CALCULATION, AND RESPONSIBILITY

Article 14.

1. The financial year of the association is the same as the calendar year.
2. The board is obligated to keep notes of the financial situation of the association in such a way that their rights and plight can be determined from them.
3. The board gives, at a member meeting within six months of the financial year, an annual report and gives, on presentation of a balance sheet and a statement of income and expenditure, calculation, and responsibility for the given governance. At the end of this term any member can claim calculation and responsibility from the board.
4. The member meeting appoints yearly from the members a committee of at least two people, who are not a part of the board. The committee researches the calculation and responsibility of the board and reports their findings at the member meeting.
5. If the research of calculation and responsibility requires special accounting expertise, then the committee of research can be supported by an expert. The board is required to give the committee all information that is required by them, to give them insight in the register and values, and to give them insight in the books of the association.
6. The plights of the committee can be released by member meeting at all times, yet only by appointing a different committee.
7. The board is required to keep their notes, mentioned in paragraph 2 and 3, for ten years.

MEMBER MEETINGS

Article 15.

1. In the member meeting, all rights are discussed that the board has not gained from the law or the articles of association.
2. Yearly, at most six months after the end of the calendar year, a member meeting - the year meeting - is held. In the year meeting among others there will be discussed:
 - a. The annual report, calculation, and responsibility, named in article 14 with the report of the appointed committee.
 - b. The appointing of the committee named in article 14 for the next calendar year.
 - c. Filling of any vacancies.
 - d. Introduction of the board or the members, notified before the meeting.
3. Other member meetings are held as the board sees fit.
4. Furthermore, the board is required, if requested in writing by at least one-tenth of the members, to call a member meeting within four weeks of the request. If the request is not answered within fourteen days, the requesters can call their own meeting in accordance with article 19 or by placing and advert in a well-read magazine in the area of establishment of the association.

ENTRY AND VOTING-RIGHT

Article 16.

1. All members of the association are allowed entry to the member meeting. Suspended members are not allowed entry.
2. Entry for anyone except the people mentioned in paragraph one is determined by the member meeting.
3. Every member of the association that has not suspended has one vote.

4. A member can have their vote cast by someone they have empowered in writing, with the understanding that one member is not allowed to cast more than one vote.

CHAIR, MINUTES

Article 17.

1. The member meeting is led by the chair of the association or their replacement.
If the chair and their replacement are not present then one of the other board members, appointed by the board, acts as chair. If in this manner no other chair is enacted, the meeting will put forward one.
2. Minutes are made the things covered in each meeting by the secretary or another member appointed by the chair, these are checked and signed by the secretary and chair. The contents of the minutes are available to the members.

DECISION MAKING IN THE MEMBER MEETING

Article 18.

1. In as far as the articles of association or the law do not decide differently, all member meeting decisions are made with a clear majority of the cast votes.
2. Blanco votes and invalid votes will be counted as not cast.
3. If in an election of a person no-one has gained a clear majority, a second vote, or in case of binding nomination, a second vote between the nominees, will take place.
If there is still no clear majority another vote will be cast until either one person gets a clear majority or a vote between two people arises and the voting stops.
At notified re-voting (in which not counted the second vote) there is voted again on the people that votes have been cast on in the previous round, with the exception of the person that the least number of votes have been cast on in the previous round.
If in the previous round the least number of votes have been cast on more than one person, the drawing of lots will determine who cannot be voted on in the round.
In case the voting stops at two people, faith will decide who wins the election.
4. If in a vote for business the voting stops, the proposal will be considered denied. All disputes that occur during voting are subject to the chair.
5. All votes happen orally unless a present member requests written voting.
Written voting happens with unsigned closed pieces of paper.
6. A unanimous decision of all members, even if not assembled in a meeting, has, if taken with prior knowledge by the board, the same power as a decision by the member meeting.
7. As long as in a member meeting all members are present or represented, all valid decisions can be made, with voting, concerning any business that is brought to light - this includes a motion to change the articles of association or a motion to disband - even if no prior notification has been made or this notification has not met the requirements or if any other rule concerning the meeting or a formality has not been considered.

CALLING A MEMBER MEETING

Article 19.

1. The member meeting is called by the board.
The call occurs in writing at the address of the members in the member register, mentioned in article 3 or by personal deliverance of the writing. The term for the call is at least seven days.

2. At the call, the subjects to be dealt with are mentioned, excepting the mentioned in article 20.

CHANGING TO THE ARTICLES OF ASSOCIATION

Article 20.

1. Changes can only be made to the articles of association by a decision at a member meeting that has been called with the notification that changes in the articles of association will be proposed, excepting the mentioned in article 18 paragraph 7.
2. They who call the member meeting to deal with a proposal of changes to the articles of association have to provide a written proposal in which the proposed change is included verbally to each member in a way as named in article 19 paragraph 1, second sentence.
3. A decision to change the articles of association needs at least two-thirds of the cast votes, at a meeting at which at least two-thirds of the members is present or represented. If the presence is less than two-thirds a second meeting is called and held within four weeks, in which there will be a vote cast to the proposal as it was posed in the previous meeting, this vote does not need two-thirds of the members to be present. Given that there is a two-thirds majority in the cast votes.
4. A change in the articles of association is only valid after a notary deed has been executed. Until the execution of the deed all board members are authorized.

MOTION TO DISBAND

Article 21.

1. The association can be disbanded by decision of the member meeting. The stated in paragraph 1, 2, and 3 of the previous article is of similar application.
2. The positive balance after calculation goes to a, to be decided by the members that were members at the time of decision of disbanding, cultural institution, association, or activity whether or not connected to the University of Twente.

HOUSE RULES

Article 22.

1. The member meeting can decide on house rules
2. The house rules cannot conflict with the law, even if there is no pressing ruling, nor with the articles of association.

This deed has been executed in Enschede at the date mentioned at the start of this deed.