

2021RS68485FKE

Amendment of by-laws of W.S.T.V Split

Present day, sixteenth December two thousand twenty one, I, mr. Ronald Schultinga, notary in Groningen, was represented by mr. Fabian Emmanuel Keijzer, candidate notary, working at my notary office: 9727 KB Groningen, Leonard Springerlaan 9C, born in Leeuwarden on the third of December nineteen hundred and eighty two. The person appearing stated:

- a. The by-laws of the Wageningse Studenten Turn Vereniging Split, with its registered office in Wageningen, established at 6708 PE Wageningen, Bornsesteeg 2, registered in the trade register at number 40124865, hereinafter referred to as: the association, were last amended by deed on October eighteen, nineteen hundred and ninety-three, signed by Mr. RG Fierst van Wijnandsbergen, notary in Wageningen at the time of the amendment.
- b. The general members meeting has decided on the second of December two thousand twenty one to change the bylaws of the association in completion.
- c. The decision to amend the articles of association was apparent from the document of which a copy is attached. Due to said document, the persons appearing for the notary are authorized to sign this amendment to the bylaws.

In order to implement the resolution, the person appearing declared that they would hereby completely amend the bylaws of the association so that they would read as follows:

"Article 1

Name, seat and association year

1. The association carries the name: Wageningse Studenten Turn Vereniging Split. Her shortened name is: WSTV SPLIT.
2. The association has its seat in the municipality of Wageningen.
3. The association year runs from September first to August thirty first.

"Article 2

Purpose, definition and means

1. The aim of the association is to practice and promote gymnastics in general, and student gymnastics in Wageningen in particular.
2. It seeks to achieve its goal by:
 - a. providing the opportunity to receive gymnastics instruction;
 - b. collaborating with other gymnastics associations that pursue the same or nearly the same goal;
 - c. organizing gymnastics competitions;
 - d. organizing meetings and gatherings;
 - e. providing and maintaining the necessary accommodation;
 - f. perform every action necessary that is related, or can be conducive, to this in the broadest sense.
3. The association does not aim to make a profit.

"Article 3

Members

1. The association has regular members and silent members.

2. The board keeps a register which includes the names and contact details of all members.
3. Regular members of the association could be: persons who are registered as students at Wageningen University.
4. Silent members of the association could be: persons who no longer study and therefore cannot become a member, but who want to be/are involved in the association in a different way. Or students who no longer train with the association, but who are involved in the association in a different way. Silent members have the right to participate in all activities and can be part of a committee. Silent members, like regular members, have the right to vote at the general meeting.
5. The board decides on the admission of silent members and members, and has the right to make exceptions for persons who do not (fully) meet the statutory requirements for membership as described in paragraph 3 and paragraph 4 respectively. However, the board always has the right not to admit a person if this results in the loss of funding.
6. If the board decides not to admit a person as a member, the general meeting can still decide to admit them.
7. The members and silent members are obliged to pay a periodic contribution. The general meeting determines the amount of contribution. The board can decide to waive the payment of the periodic contribution on an individual basis, if there is reason to do so.

“Article 4

End of Membership

1. Membership of the association ends in case of:
 - a. the death of the member;
 - b. cancellation by the member;
 - c. cancellation by the association.
 - d. dismay.
2. Cancellation by the association is effected by the board. Cancellation by the association is only possible if:
 - a. a member has ceased to meet the statutory requirements for membership as described in article 3, paragraphs 3 and 4;
 - a. a member does not actively participate in the activities of the association in any way;
 - b. a member does not fulfill their obligations towards the association; or
 - c. there is no reasonable requirement from the association to continue the membership.
3. Termination of the membership will be effected by the board. Termination can only be decided upon if a member acts contrary to the bylaws of the association, the regulations or decisions of the association, or brings unfair disadvantage to the association.
4. Cancellation of membership by the member or by the association is possible only with abidance of a four week term of notice.
5. A cancellation in violation of the decided upon norms in the preceding paragraph will terminate the membership at the earliest permitted time following the date on which the cancellation was made.
6. A member can terminate their membership with immediate effect within one month after they have been notified of a decision to convert the association into a different legal form or with the merging or demerging within the norms of Title 7, Book 2 of the Civil Code.

7. In addition, a member can terminate their membership with immediate effect within one month after they have been made aware or notified of a decision limiting their rights or increasing their obligations towards the association. However, the previous sentence does not apply to decisions modifying members' financial rights and obligations.
8. In case of cancellation of membership by the association, the person concerned is entitled to appeal to the general members meeting. The member is suspended during the appeal period and as long as the appeal is ongoing.
9. If the membership ends in the course of an association year, the annual contribution for the whole year remains due.
10. This article applies as much as possible to the end of the connection between the association and persons who are not regular member but silent members of the association.

“Article 5

Board: composition, nomination and dismissal

1. The board of the association consists of at least three natural persons, including at least a chairman, a secretary and a treasurer. The general meeting determines the number of members of the board.
2. Regular members and silent members of the association can be nominated as board members.
3. The general meeting nominates, suspends and dismisses the members of the board and determines the division of duties within the board. The retiring board makes a non-binding nomination for a new board. Each member is authorized to stand as a candidate.
4. The suspension of a board member will expire by operation of law if the general meeting does not make a decision to dismiss the suspended board member within one month of the suspension.
5. The members of the board are seated for a whole or half an association year. A retiring board member can always be renominated, for the same or for a different position within the board.
6. Board membership ends in case of:
 - a. annual retirement as referred to in the previous paragraph;
 - b. passing away;
 - c. loss of free management of their assets;
 - d. written resignation;
 - e. a decision to dismiss the board member by the general meeting.
7. In the absence or inability of one or more board members, the other board members are charged with the management. In the absence or inability of all board members or the sole board member, the continuity committee as referred to in article 12 will be temporarily charged with the management, unless the general meeting appoints one or more other persons.

“Article 6

Board: tasks and competencies

1. The board is charged with managing the association.

2. In the performance of their duties, the board and its individual members are guided by the interests of the association and the associated organization.
3. After obtaining the approval of the general meeting, the board is authorized to decide to enter into agreements for the acquisition, alienation and encumbrance of registered property and to enter into agreements in which the association commits itself as deposit or co-debtor, provide security for a third party or affixes itself to the debt of a third party.
4. Approval of the general meeting is also required for decisions made by the board about:
 - a. application of the budget and the management report;
 - b. determining and radically amending the policy plans and multi-year plans;
 - c. the establishment and dissolution of committees;
 - d. the establishment and adoption of the articles of association of a new legal entity;
 - e. entering into or terminating connections with a lasting direct or indirect collaboration with other legal entities, if this collaboration is of drastic significance;
 - f. applying for bankruptcy or suspension of payments of the association;
 - g. entering into important financial obligations that are not included in the budget.

Article 7

Board: meeting and decision-making

1. The board itself determines its internal working method and meeting schedule.
2. The chairman guides the meetings of the board. If the chairman is absent, the board itself provides for the leadership of the meeting.
3. The board decides by a simple majority of the valid votes cast, unless the law or these bylaws prescribe a larger majority of votes for a particular decision.
4. Each member of the board who is not suspended has one vote. Blank votes are considered uncast votes. If the votes are tied, the proposal is rejected.
5. The board can only take valid decisions if the majority of the voting members of the board is present.
6. The board may also make decisions when not in a meeting with the majority of votes required by law or the bylaws, provided that all members of the board have been able to express their views on the matter in writing and none of them objects to this manner of decision-making. In writing includes: communication via any electronic means of communication. A decision made outside a meeting will be included in the report of the next meeting, stating the expressed views.
7. A member of the board shall not participate in the deliberations and decision-making if they have a direct or indirect personal interest that conflicts with the interest of the association or the associated organization and is not included in determining the quorum. If this means that no decision can be made, the general meeting will make the decision.
8. A report is made of each meeting. The report states which members of the board were present or represented.

“Article 8

Representation

1. The board represents the association where the law does not provide. The authority of representation also belongs to all board members individually.
2. The board may grant authorization to other persons to represent the association in and out of the law within the limits described in that authorization.

“Article 9

General Assembly: Competencies

1. The general meeting is entitled to all competencies that are not assigned to the board, by law or by the articles of association.
2. The general meeting may establish the house rules. The house rules may not conflict with the law or the bylaws of the association.

Article 10

General meeting: convocation

1. At least one general meeting is held every year, at the latest within six months after the end of the financial year.
2. Other general meetings are convened as often as the board deems this desirable.
3. Furthermore, the board is obliged to convene a general meeting at the written request of at least the number of members that is authorized to cast ten percent of votes.
4. If the board does not comply with its obligation to convene a meeting within fourteen days of receiving the request, the applicants may convene the general meeting themselves, by convocation in accordance with paragraph 5 or by convocation via digital platforms, whereby the applicants are obliged to make every effort to ensure that as many members as possible receive a notice for the meeting.
5. The convocations for the meetings are made at least seven days before the meeting, together with an agenda.

“Article 11

General meeting: meeting and decision-making

1. The chairman guides the general meetings. If the chairman is absent, another member of the board will guide the general meeting. If all members of the board are absent, the general meeting itself provides its leadership. The chairman appoints a person who is responsible for preparing a report of the meeting.
2. All members and all board members of the association have access to the general meeting, provided they have not been suspended. The general meeting may decide to grant other persons access to the meeting.
3. The general meeting decides by a simple majority of the valid votes cast, unless the law or these bylaws prescribe a larger majority for a particular decision.
4. Each member of the association who is not suspended has one vote. Blank votes are considered uncast votes. If the votes are tied, the proposal is rejected.

5. A member may authorize another member to vote on their behalf. Each member can act as a proxy for a maximum of two other members.
6. Votes shall be cast orally or by show of hands, unless the chairman determines that the votes shall be cast in writing. When voting on persons, a vote is taken in writing if a person present requests so.
7. The chairman's judgment on the result of a vote is decisive. If the correctness of the chairman's judgment on the result is immediately contested, however, a new vote will take place if the majority of the meeting so desires. A new vote will void the legal effects of the original vote.
8. If this is stated in the convocation, each member is authorized to participate in the general meeting via an electronic means of communication, to address it and to exercise the voting right, provided that the member can be identified via the electronic means of communication, directly can take knowledge of the discussions at the meeting and can participate in the deliberations.
9. A unanimous decision of all members, even if they are not in a meeting, holds the same power as a decision of the general meeting, provided that the decision is taken with the prior knowledge of the board and is recorded in writing.

“Article 12

Continuity Committee

The general meeting annually composes, from members and silent members, a continuity committee of at least two persons who do not become part of the board. If necessary, the continuity committee can advise and provide additional resources, if this cannot be carried out by the board, for example due to a conflict of interest.

Article 13

Financial year and annual statements

1. The financial year of the association is equal to the association year.
2. The board keeps records of the financial position of the association in such a way that the rights and obligations of the association can be known from it at all times.
3. The board annually designs a budget for the coming financial year and submits it to the general meeting for approval in good time before the end of the financial year.
4. The board prepares annual accounts within six months after the end of the association's financial year, unless the general meeting extends this term by a maximum of four months on the basis of special circumstances. The board makes the annual accounts available for inspection by the members.
5. All board members sign the annual accounts. If the signature of one or more of them is missing, this will be reported, stating the reason.
6. The general meeting annually appoints a financial committee of at least two persons from among the members who are not members of the board. The financial committee examines the annual accounts and reports its findings to the general meeting.
The board is obliged to provide the financial committee with all requested information and, if

desired, to make the association's treasury and the association's books, records and other data carriers available for consultation.

7. The general meeting determines the annual accounts. Determination of the annual accounts does not lead to discharge to the board. The board reports annually for the management conducted in the past financial year, after which the general meeting may resolve to grant discharge to the board members.

Article 14

Amendment of the bylaws

1. The general meeting is authorized to amend the bylaws of the association, after obtaining the approval of the board.
2. In this case, the members are convened at least three weeks beforehand, whereby they will also receive the text of the proposed amendment to the bylaws. Those who convene the general meeting in which a proposal to amend the bylaws is discussed, send the text of the proposed amendment to the bylaws to all members at least five days before the meeting.
3. A decision to amend the bylaws can only be taken with a majority of at least two thirds (2/3) of the valid votes cast in a general meeting in which at least fifty percent (50%) of the voting members are present or represented.
If the required number of members is not present or represented at the meeting, a second meeting will be held after a minimum of seven days but at the latest within three weeks. In the second meeting, the decision can be taken by a majority of at least two thirds (2/3) of the valid votes cast, regardless of the number of members present or represented.
4. A decision to amend the bylaws will only take effect after a notarial deed has been drawn up. Each member of the board is authorized to have the notarial deed of amendment of the articles of association executed.

Article 15

Dissolution and liquidation

1. The general meeting is authorized to dissolve the association, after obtaining approval from the board.
2. The members shall be convened for this purpose at least three weeks beforehand. A decision to dissolve can only be passed with a majority of at least seventy-five (75%) percent of the valid votes cast in a general meeting in which at least fifty (50%) percent of the voting members are present or represented.
3. The association will continue to exist after its dissolution insofar as this is necessary for the liquidation of its assets.
4. The board shall liquidate the assets of the association, unless the general meeting appoints one or more other liquidators for this purpose.
5. The liquidators shall ensure that the dissolution of the association is recorded in the appropriate registers.
6. During the liquidation, the provisions of the bylaws and the regulations will remain in effect as much as possible.

7. Any surplus of the dissolved association will be spent in a way that is as close as possible to the objective of the association, to be determined by the general meeting.
8. After the liquidation, the books, documents and other data carriers of the dissolved association will remain in the custody of the person designated by the liquidators for the legal term.

“Article 16

Final provision

In all cases not provided for by the law or the articles of association and regulations, the general meeting decides.”

The person appearing is known to me, civil-law notary.

A deed of which was executed in Groningen on the date stated in the head of this deed. After a business statement of the contents of the deed to the person appearing and an explanation thereof, they stated that they had taken knowledge of the contents of the deed in good time before the execution of the deed and that they did not wish to have the deed read out in full. Subsequently, after a limited reading aloud, this deed was signed by the person appearing and me, civil-law notary.

Extract from the general meeting of the association Wageningse Studenten Turn Vereniging Split (hereafter: W.S.T.V. Split) established in Wageningen, held in Wageningen on December 2, 2021.

Annemieke Rutten appears as chair of the general meeting. This part of the report is made by Sigrid Bolder.

The chair notes that the general meeting is convened lawfully.

The proposal to alter the bylaws of W.S.T.V. Split is part of the agenda of the general meeting. The proposal to alter the bylaws has been communicated to all members on time and in the correct fashion.

Article 16, paragraph 4 of the current bylaws states that a decision to alter the bylaws could be made with a majority of two thirds of the votes cast, in a meeting where at least two thirds of the members is present or represented.

The chair discusses the following proposal:

- a. To alter the bylaws of W.S.T.V. Split, conform the concept of the deed drafted by PlasBossinade Notarissen established in Groningen with number 2021RS68485FKE;
- b. To authorize Fabian Keijzer, candidate civil-law notary, as well as every other employee of PlasBossinade Notarissen N.V, to sign the notary deed of altering the bylaws.

The chair notes that the proposal is approved with more than two thirds of the votes cast.

Signed in Wageningen on December 2, 2021.