

Today, on the ninth of September two thousand and twenty-two, stated:

1. Miss Anne Eggen, [REDACTED]
2. Mr. Luc Kessen, [REDACTED]
3. Mr. Lars Jasper van den Eijnde, [REDACTED]

Acting as respectively President, treasurer and secretary of the association based in Maastricht: **Student Association Fugax**, keeping office at Bonnefantenstraat 2, 6221 KL Maastricht, the Netherlands, registered in the Trade Register under number 89574141, hereinafter referred to as: 'the Association' and authorized as such pursuant to Article 27 paragraph 1 of the Statutes of the Association to record the introduction of the statutes of Association.

The persons, acting as reported, stated as follows.

## **INTRODUCTION**

1. The articles of association of the association were adopted at the members assembly of the association on twenty-nine November two thousand and twenty-two, Maastricht
2. The members assembly ring of the association decided at the assembly on twenty-nine November two thousand and twenty-two to introduce the statutes.

## **STATUTORY ENTRY**

In implementation of the decision to statutory amendment, with immediate effect the statutes read as follows:

### **Chapter 1. General provisions**

#### **Article 1. Name and seat**

1. The association bears the name: Student Association Fugax.  
The abbreviated name of the associations reads: S.A. Fugax.
2. The association has its seat in the municipality of Maastricht.

#### **Article 2. Goal**

1. The association aims to provide its members cultural, general developmental and recreational pursuits and thus contribute to universal education and everything related to it.
2. The association tries to achieve this goal, among other things, by:
  - a. organizing recreational activities
  - b. promoting contacts between its members
  - c. holding assemblies and other meetings
  - d. all other legal means that can serve the purpose of the association

#### **Article 3. Association year and Fiscal year**

The association year and financial year of the association runs from September first to August thirty-first of the following year.

#### **Article 4. Writing requirement**

A requirement of a written statement for a notice, statement or announcement, set out in these articles of association or the provisions based thereon, is also met if the notice, statement or announcement is made electronically and is reproducible, unless the nature of the notice, statement or disclosure otherwise results.

### **Chapter 2. Membership**

#### **§ 1. Members**

**Article 5. Admission to membership**

1. Members are natural persons who have been admitted to membership by the board.
2. At the time of admission, members of the association must have been enrolled at a university or other educational institute no more than twelve months ago.
3. Persons who are not admitted by the board can be admitted by the members assembly
4. Membership is not transferable.

**Article 6. Obligations of Members**

1. Members pay an annual or half-yearly contribution that by the members assembly is determined annually in the internal regulations.
2. The contribution for the association year in which the membership ends remains due.
3. Members must immediately notify the board of any changes in their address and place of residence.

**Article 7. Suspension**

1. The board can suspend a member for serious reasons, whether or not conditionally, for a period not exceeding two months.
2. The members assembly may or may not suspend a member conditionally for weighty reasons for an indefinite period.
  - a. A member has the right to be heard with regard to his suspension in accordance with Article 7 paragraph 2 at a members assembly where this suspension will be discussed.
3. A suspension relates to a specific activity, multiple activities or duration.
4. A suspension by the board will be reported at the next members assembly. This members assembly will be held within two months after the suspension.
5. The board shall immediately inform a member in writing of his suspension and of the duration and conditions thereof.

**Article 8. End of membership**

1. Membership ends by:
  - a. the member's death;
  - b. written cancellation by the member;
  - c. written cancellation by the Association;
  - d. relieving.
2. In cases of cancellation by the member, the membership ends at the end of the association year, even if the obligations of the member towards the association as referred to in Article 6 have increased. The cancellation by the member takes place at the latest two weeks before the end of the association year; a cancellation in violation of this term will terminate the membership at the end of the following association year. The membership can be terminated immediately if the member cannot reasonably be expected to continue the membership.
3. The members assembly can cancel membership if a member no longer meets the membership requirements as set out in the statutes, as well as if the association cannot reasonably be expected to let the membership be continued. The member has the right to be heard at the members assembly at which the cancellation will be discussed.
4. The members assembly can expel a member from membership if a member acts conflicting to the statutes, regulations or resolutions of the association, or unreasonably disadvantages the association.
5. The termination of the membership takes effect immediately, except in cases of cancellation by the member.

**§ 2. Honorary Members, Friends and Reunionists**

**Article 9. Honorary Members.**

1. Honorary members are members or former members who have made themselves particularly meritorious to the association and have been designated as honorary members by decision of the members assembly.
2. An honorary member, who is not also a member within the meaning of Article 5, is not entitled to any rights that would accrue to him by virtue of membership.

3. Honorary membership ends by cancellation of the honorary member, or by cancellation of the association or board.
4. In the event of termination of honorary membership by the board, this will be discussed at the next members assembly.
5. Honorary membership does not end with termination of membership.

**Article 10. Friends**

1. Friends are natural persons who are not members and who have been admitted for Friendship by the board or the members assembly.
2. Friends pay a contribution determined by the board, subject to what is stipulated in the internal regulations.
3. Friendship ends by the death of the Friend, by cancellation by the Friend or by cancellation of the board or members assembly.
4. The contribution for the year in which Friendship is terminated remains due.

**Article 11. reunionists**

1. Reunionists are natural persons who have been members and who have been admitted by the Board for Reunion membership.
2. Reunionists continue to pay the by members assembly determined contribution, subject to what is stipulated in the internal regulations.
3. Reunionship ends with the death of the Reunionist, by cancellation by the Reunionist, or by cancellation by the board.
4. The contribution for the association year in which Reunion membership is canceled remains due

**Chapter 3. General members assembly**

**§ 1. General provision**

**Article 12. General provision**

The general members assembly, hereinafter referred to as the members assembly, is vested with all powers in the association that are not assigned to other bodies by law or the statutes of the association.

**§ 2. Convocation**

**Article 13. Convocation by the board**

1. The members assembly is convened by the board.
2. The board convenes a members assembly at least twice a year. One of these meetings is held within 2 months after the end of the association year.
3. Further members assemblies are held as often as the board deems necessary.

**Article 14. Convocation by members**

1. At the written request of at least fifteen members or one tenth of the members if the number of members is less than one hundred and fifty, the board must convene a members assembly within a term of a most twenty-one days.
2. If the board does not answer a request as referred to in the first paragraph within seven working days, the members who have made the request may convene the meeting themselves.

**Article 15. Procedure**

1. The convocation is made in written form to the addresses of the members according to the register of members.  
The convocation may, if a member agrees, also be effected by a legible and reproducible message sent by electronic means to the address communicated by the member for this purpose.
2. The notice period is at least eight days
3. The convocation shall in any case state:
  - a. the date and time of the meeting;
  - b. the location of the meeting;
  - c. the topics to be covered.
4. If a number of members as referred to in Article 14, paragraph 1, have requested the Board in written form at least eight days before the start of the members assembly to discuss at the members assembly a subject described in the request, that subject will be

included in the list of subjects to be discussed. If necessary, the board will send a new convening notice for the meeting.

5. The members assembly is held in the municipality of Maastricht or an adjacent municipality.

### **§ 3. Order at the assembly**

#### **Article 16. Access and voting rights**

1. Having access to the members assembly:
  - a. all members of the association, insofar as they have not been suspended;
  - b. members who have been suspended, insofar as the meeting relates to their suspension;
2. Each member has one vote
3. A member can cast his vote via an in written form authorized member and notifies the board prior to the meeting about this. A member cannot represent more than two other members.
4. A member shall not vote on his own removal from office or his own suspension.

#### **Article 17. Minutes and order**

1. Minutes are made of each members assembly, which are signed by chairman or vice-chairman of the meeting and the person who wrote the minutes.
2. Further rules regarding the order at the meeting are laid down in internal regulations. Among other things, it can be stipulated that the meeting is chaired and the minutes are drawn up by persons other than the presiden, respectively the secretary.
3. Changes to the internal regulations that concern the order at the meeting will not take effect until after the members assembly at which it has been decided to change.

### **§ 4. Decision Making**

#### **Article 18. voting**

1. Insofar as the law or these statutes do not provide otherwise, all decisions of the members assembly are taken by an absolute majority of the votes cast.
2. Blank votes are considered not to have been cast.
3. The judgement expressed at the meeting by the chairman of the meeting regarding 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 laid down in writing.
4. If the correctness of the opinion of the chairman of the meeting is contested immediately after the statement of the opinion, a new vote will take place if the majority of the meeting so desires. This new vote cancels the legal consequences of the original vote.

#### **Article 19. Modes of voting**

1. All votes held at a meeting shall be by show of hands, subject to the provisions of paragraphs 2 and 3.
2. If the chairman of the meeting deems it desirable, decisions may be taken by acclamation, unless a person entitled to vote objects.
3. A vote takes place in writing by unsigned closed ballots if:
  - a. the chairman of the meeting deems this desirable;
  - b. at least one person entitled to vote deems this desirable;
  - c. it concerns a vote on the dismissal of one or more persons;
  - d. it concerns a vote on suspension of a member or expulsion from membership.

#### **Article 20. Votes on the Appointment of Persons**

1. If, in a vote on persons, no candidate or group of candidates obtains an absolute majority, a second vote shall be held between the two or possibly more persons or groups of persons who received the most votes in the first ballot.
2. If no candidate or group of candidates obtains an absolute majority in the second ballot either, the names of both candidates or groups of candidates are written by themselves on a piece of paper and duly folded and thrown into a box. The notes are pulled from the box by a person designated by the chairman of the meeting and read out one by one. The person or group of persons listed on the first card drawn out is the chosen one.

### **Article 21. Conflicts of Interest in Decision Making**

A board member does not participate in the deliberations and decision-making if he has a direct or indirect personal interest that conflicts with the interest of the association. If no board decision can be taken because of this, the decision will be taken by the members Assembly.

## **Chapter 4. Board**

### **§ 1. Organization**

#### **Article 22. Composition**

1. The board consists of at least three and a maximum of eight persons, who are appointed from among the members.
2. The board knows at least a president, a secretary and a treasurer. Further administrative functions can be established by internal regulations.
3. No person can use more than one of the functions of president, secretary or treasurer.
4. If the number of board members has fallen below three, the board remains competent.

#### **Article 23. Nomination**

1. Board members are voted into their function by the members assembly at the meeting referred to in Article 13, paragraph 2, second sentence. The candidate board members at this members assembly are until the time of approval regular members and thus have one vote.
2. If, after the members assembly referred to in Article 13, second paragraph, second sentence, a board position is vacant, the members assembly may appoint a member to that position at another meeting.
3. The appointment is made on the basis of nomination in the manner as stipulated in the internal regulations

#### **Article 24. End of function, suspension**

1. Board membership ends:
  - a. by the end of the association year;
  - b. by termination of membership of the association;
  - c. by resignation, provided this is done in written form with a notice period of a month;
  - d. by dismissal by the members assembly;
  - e. due to the death of the board member concerned.
2. After the end of the board membership, the retiring board members are immediately eligible for re-election.
3. If a proposal to dismiss a board member has not been announced in accordance with Article 15 prior to the members assembly, it can only be adopted with a majority of at least two-thirds of the votes cast.
4. A board member who has resigned pursuant to paragraph 1(a) shall hold office for a maximum term of two months. During this period, this board member remains a board member within the meaning of the law.
5. A board member can be suspended at any time by the members assembly. The suspension is for a maximum of three months and can be extended with that term once by the members assembly. If during the suspension no dismissal follows, the suspension ends after the expiry of the term. The board member is given the opportunity to account for himself in the relevant members assembly and can be assisted in this by a lawyer.

### **§ 2. Method of working**

#### **Article 25. Management task**

1. Subject to the restrictions set by or pursuant to these articles of association, the board is charged with the management of the association.  
Each board member is obliged to the association to properly perform the assigned task
2. The secretary keeps a register containing the names and addresses of all members, honorary members, Friends and Reunionists.
3. By internal regulations, further rules are laid down regarding the working method of the board.

**Article 26. Method**

1. Minutes of the proceedings in each board meeting are made by the secretary, which are signed by the president and secretary, possibly by means of an electronic signature.
2. If the secretary is unable to make the minutes of a board meeting, these will be made by another board member.

**Article 27. Representation**

1. The association is represented in and out of court by the entire board or by at least two board members acting jointly.
2. Subject to the approval of the members assembly, the board is authorized to conclude agreements to purchase, alienate or encumber registered property, to conclude agreements in which the association commits itself as surety or joint and several co-debtor, makes a case for a third party or as security for a debt of a third party. The lack of this approval can be invoked by and against third parties.

**Article 28. Accountability**

1. The board is obliged to keep records of the financial situation of the association and of everything concerning the activities of the association and to keep the books, records and other data carriers belonging thereto in such a way that the rights and obligations of the association can be known.
2. At the members assembly referred to in Article 13, second paragraph, second sentence, the board shall report on the state of affairs in the association and on the policy pursued. It submits the balance sheet and the statement of income and expenditure with explanatory notes to the meeting for approval. After the term referred to in Article 13, paragraph 2, second sentence has expired, each member may demand legal compliance with this obligation from the Board.
3. The documents referred to in paragraph 2 shall be signed by all board members.

**Article 29. Liability**

1. Each board member is responsible for the general state of affairs. He is fully liable with regard to improper management, unless, also in view of the duties assigned to others, no serious blame can be made to him and he has not been negligent in taking measures to avert the consequences of improper management.
2. By internal regulations, further rules may be laid down regarding accountability by and the liability of the board.

**Chapter 5. Other organs.**

**Article 30. Supervisory board**

1. There is a supervisory board, consisting of at most seven members, of which at least two former board members.
2. The supervisory board has the task of providing solicited and unsolicited advice to the association bodies. The supervisory board's advice is not binding.
3. Members of the supervisory board are appointed by the members assembly via nomination by the supervisory board.
4. If the number of members of the supervisory board is less than two, nominations will be made by the supervisory board.
5. Membership of the supervisory board ends by resignation, resignation or termination of membership. Dismissal is effected by the members assembly.
6. At the request of the supervisory board, the board shall provide the supervisory board with copies of documents and records kept by the board or to which the board has access.
7. The board can submit to the members assembly a request against which it objects. In that case, the members assembly decides whether the supervisory board's request should be granted.
8. The supervisory board has the right to have its members attend board meetings.

**Article 31. Committees**

1. The board is authorized, under its responsibility, to have certain parts of its duties performed by committees set up by or pursuant to internal regulations.

2. Committee members are appointed and dismissed by the board unless otherwise specified in the internal regulations.
3. Committee members are not authorized to bind the association without the prior consent of the board.
4. Membership of a committee ends by cancellation by the board or the individual concerned or by termination of membership.

**Article 32. Audit committee**

1. There is an audit committee, which is not a committee as referred to in Article 30.
2. The audit committee examines the true account of the balance sheet and the statement of income and expenditure and reports on this to the members assembly.
3. The audit committee has access to all financial information, documents and records to which it requires access.
4. Further rules are laid down in internal regulations regarding the method of appointment and working method of the audit committee.

**Chapter 6. Statutes amendment and dissolution**

**Article 33. statutes amendment**

1. These statutes can be amended by a decision of the members assembly.
2. The notice convening the members assembly states that an amendment to the statutes will be proposed there. The verbatim text of the proposed amendment is appended to the convening notice.
3. Those who have proposed the amendment to the statutes shall make the verbatim text of the proposed amendment available for public inspection at least eight days before the start of the members assembly at which the amendment will be proposed.
4. A decision to amend the statutes must be passed with a majority of at least two-thirds of the votes cast.

At least one-tenth of the members must be present or represented at that members assembly.

If the required number of members is not present or represented, a new members assembly can be convened in which the decision can be taken by a majority of at least two-thirds of the votes cast, irrespective of the number of members present or represented at this members assembly. The notice convening a new members assembly must state that and why a decision can be taken, irrespective of the number of members present or represented at the meeting.

The second meeting referred to above will be held no earlier than a week and held no later than four weeks after the first meeting.

5. The board ensures that an authentic copy of the amendment and the amended articles of association is deposited at the office of the trade register.

**Article 34. Dissolution**

1. The association can be dissolved by a decision of the members assembly, taken with two thirds of the votes cast in a meeting in which at least half of the members are present or represented.
2. If the required number of members is not present or represented, a new members assembly can be convened in which the decision can be taken by a majority of at least two-thirds of the votes cast, irrespective of the number of members present or represented at this meeting. The notice convening the new meeting must state that and why a decision can be taken, irrespective of the number of members present or represented at the meeting.

The second meeting referred to above will be held no earlier than two weeks and no later than four weeks after the first meeting.

3. Article 32, paragraphs 2 and 3, are of similar application.
4. The positive balance after liquidation falls to those who were members at the time of the decision to dissolve. Each of them receives an equal share.

**Chapter 7. Final provisions**

**Article 35. House Rules**

1. The members assembly may establish internal regulations.

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2. A provision in the internal regulations that is contrary to the law or to these articles of association is null and void.