

# Amendment of the articles of association

## Study association “Ideefiks”

Present the second of December two thousand and twenty one, reported to me, mr. Adolf Dirk Plaggemars, notary in Enschede:

Arjan Schultinga, born in Opsterland on the nineteenth of August nineteen hundred ninety four, with office address Hengelosestraat 571, 7521AG Enschede.

The to me reporting person has declared that:

1. The General Members’ Assembly of **study association “Ideefiks”**, an association with full legal capacity, statutorily established in Enschede, with holding address Drienerlolaan 5, 7522 NB Enschede, registered in the commercial register under the number 40073057, this association further to be called: the **“association”**, on the tenth of November twenty twenty one has decided:
  - a. to change the statutes of the association completely and to adopt the anew; and
  - b. to authorize the to me reporting person to pass this act,

on which the decision to do so is based on the notes of the GMA, which will be attached to this act;

2. The statutes of the association last have been changed by act on the sixteenth of April two thousand and three by mr. H.B.L. Ledebouer, Notary in Enschede.

The to me reporting person has declared that the decision to change the statutes of the association completely and to adopt the anew as the following:

## Statutes

### Name

#### Article 1

The association is called: “Study association Ideefiks”

### Location

#### Article 2

The association is located in Enschede

### Goal

#### Article 3

The goal of the association is:

- a. The stimulation of interest in questions based on Science, Technology and Society;
- b. To look after the interests of the members in so far these relate to questions based on Science, Technology and Society;
- c. To stimulate a good course of events in education and the practice of science at the University of Twente, in so far these relate to questions based on Science, Technology and Society;
- d. To promote the contacts between members, other practitioners of science and society;
- e. To contest all forms of oppression and discrimination.

## Members

### Article 4

1. Regular members can be those who are students or personnel of the University of Twente Those who are former students of personnel of the University of Twente.
2. The board keeps a register with all information of the members relevant for the functioning of the association.

## Patrons

### Article 5

1. Patrons are those, who have declared themselves willing to the board, to contribute with a monetary contribution to the functioning of the association. The general members assembly sets a minimum contribution as further indicated in the internal regulations.
2. Patrons do not have other rights and duties than those written down in the statutes

## Admission

### Article 6

1. Someone can become a member or patron by registering at the board. The board decides on the admission, and can refuse this on reasonable grounds.
2. The GMA is able to overrule the decision of the board in case of refusal.

## End of membership:

### Article 7

1. Membership ends due to:
  - a. Death of the member
  - b. Cancellation by the member
  - c. Termination by the association
  - d. Expulsion
2. Cancellation by the association is done by the board. This can happen when a member finishes complying with the requirements of membership as stated by statutes, when the member does not fulfill his obligations to the association, and when it is not reasonable for the association to continue the membership.
3. Cancellation by the member or association can happen at any time, taking into account a waiting period of four weeks. However, membership can be canceled immediately when it is not reasonable of the association or the member to continue the membership.
4. When membership ends during the association year, the set membership fee for a whole year stays owed by the association.
5. Expulsion of the association is done by the board. Expulsion can only happen when a member acts in violation with the statutes, the internal regulations or association decisions, or if a member unreasonably disadvantages the association.
6. The board brings a decision on cancellation of membership by the association and a decision on expulsion with providing reasons as soon as possible in writing to the member. The member is able to appeal to this decision at the general members assembly until one month after the reception of the reasons provided by the board. This

appeal will be discussed at the next general members assembly, which has to take place within a month after the appeal was made.

During this period the member is suspended.

7. The board is able to suspend a member, when a member acts in violation with the statutes, the internal regulations or association decisions, or if a member unreasonably harms the association. The board decides on the duration of the suspension and potential further measures.

A suspended member has the same right of appeal as an expelled member as stated in article 7.6. During the suspension for that member counting, by statutes, association rules and decisions, rights are canceled besides the aforementioned right of appeal.

The general members assembly has the right to undo the suspension or shorten it.

### End of rights and duties of patrons

#### Article 8

1. The rights and duties of patrons can be ended at any time by mutual cancellation
2. Patrons only have right of advice of during the general members assembly
3. Cancellation by the association is done in writing by the board.

### Yearly contributions

#### Article 9

1. Members and patrons are obliged to pay the yearly contribution fee of which the minimum height is set by the general members assembly
2. The board has the competence to provide full or partial exemption in special cases for the obligation to payment of the yearly contribution.

### Board

#### Article 10

1. The board shall exist out of at least three and maximum ten persons, which will be elected and appointed by the general members assembly.
2. The chairperson and the treasurer will be elected at the general members assembly in function.
3. The other board functions will be distributed amongst themselves by those who are elected as a board.
4. In the case of absence or impediment of a board member are the other board members or is the other board member temporarily responsible for governing the association. In the case of absence or impediment of all board members or of the only board member is the person appointed temporality by the general members assembly, responsible for governing the association.

### End of board membership, temporary membership, and suspension

#### Article 11

1. The members of the board will be appointed for at most a year. One year after the board has been appointed by the general members assembly it, the board as a whole resigns. Individual board members are eligible for re-election on their request.

2. Every board member can be held accountable and, even when appointed temporarily, be dismissed or suspended by the general members assembly at all times.
3. A suspension which is not followed within one month by a decision of dismissal, ends due to the expiring of the term.
4. Board membership can end due to:
  - a. Cancellation of association membership;
  - b. Resignation;
5. The election procedure, resignation, and/or replacement of board members are further arranged by the internal regulations.

#### Board function- Decision making in the board

##### Article 12

1. The board appoints from within its members a secretary. The board is able to appoint from its members a replacement for the chairperson, treasurer and secretary.  
A board member can have more than one function, with the exception of the chairperson and treasurer.
2. Decisions, made by the board, must be supported by a majority of the present board members. No decisions can be made when less than half of the board members are present.
3. A board member does not participate in deliberation and decision making in situations in which there is a direct or indirect personal interest which is in contrast with the interest of the association and the organization. When due to this no board decision can be made, the decision will be taken by the board involving an explanation of the reasoning surrounding the decision.
4. The internal regulations can give further regulations about board meetings and decisions.

#### Board task- representation

##### Article 13

1. With the restrictions as stated in the statutes the board is responsible for the governing of the association. In its tasks the board aims to the interest of the association and the organization.
2. Even if the number of board members is below three, it stays competent.  
The board is obliged to call for a general members assembly as soon as possible to discuss the open board spots.
3. The board has competencies to let under its responsibilities falling tasks to be executed by committees which will be appointed by the board for a maximum of one year.
4. The board is, with consent of the general members assembly, competent to conclude agreements, to buy, to alienate or encumbrance registered property, to conclude agreements with which the association binds itself as deposit or joint and several debtors, make itself strong for a third party, or binds it self secure for the debt of a third party.  
Without this consent, no third party is able to go against this.

*Article 13.5 is untranslatable for us due to archaic and legal language.*

5. The board requires consent of the general members assembly for decisions about:
  - a. Unabated of the under b stated, entering into legal acts and to invest amounts or values above those stated in the internal regulations.
  - b. ...
    - i. The renting, renting out, or making or obtaining in other ways usage of giving of property with a in the internal regulations stated amount of money.
    - ii. Entering into agreements in which the association obtains a bank credit.
    - iii. Loaning out money, next to loaning money, in which no usage is made of a obtained bank credit.
    - iv. Entering settlement agreements.
    - v. ....
  - c. Entering and changing labor contracts.  
Without this consent no third party is able to go against this.
  - d. Entering of agreements above the internal regulations set minimum.
6. Independent of the last sentence of part 4, the association is in legality and out of legality represented by two or more board members.

#### Annual report- financial report and accountability

##### Article 14

1. The association year is from the first of July till the 30th of June.
2. The board is obliged to keep track of the financial situation of the association in which at all times her right rights and duties are followed.
3. The board presents on a general members assembly, within six months after the end of the association year, taking into account the extended time of the board year as decided by the general members assembly, its annual report, and shows its accountability for the passed board year by presenting a balance and statement of income and expenses.  
After the end of the board year term, every member can demand accountability in rights of the board.  
The general members assembly has the possibility to give a maximum of two extensions of six months of the board year term.
4. The general members assembly yearly appoints two members who are not members of the board to be part of a committee.  
This committee investigates the financial report and the accountability of the board and reports this to the general members assembly.
5. If the investigation of the financial report and the accountability of the board requires special bookkeeping knowledge, the committee is able to be supported by an expert.  
The board is obliged to give the committee all the requested information, by giving insight into all financial instruments of the association.
6. The duty of the committee can be recalled at all times by the general members assembly, though only by the appointing of another committee.

7. The board is obliged to keep all documents as stated in part two and five for five years.

### General members assembly

#### Article 15

1. To the general members assembly fall all association competences, which neither by statutes nor by law are given to the board.
2. Yearly, maximum six months after the end of the association year, a general members assembly, the annual assembly, will be held.  
In this annual assembly, the following shall be discussed.
  - a. The annual report, as meant in article 14 part 3.
  - b. The report of the committee, as meant in article 14 part 4.
  - c. The financial report and accountability as meant in article 14 part 3.
  - d. The charging of the committee as meant in article 14 part 4 for the next association year.
  - e. The set amount of contribution for the members.
  - f. The budget plan for the next association year.
  - g. Other business as stated in the internal regulations.
3. Other general members assemblies can be held by the board as often as it wants, or when this is obliged by law or statutes.
4. Besides the board is obliged to call for a general members assembly after written requests of at least five members in a period of maximum four weeks. When the request is not given a response within fourteen days, the requesting members can call for a general members assembly themselves.

### Access and voting rights

#### Article 16

1. All members and patrons have access to the general members assembly.  
No access is granted to suspended members and board members as stated in article 7 part 6.
2. About access for other persons than those stated in part 1 the general members assembly decides.
3. Every member has one vote.  
Patrons have an advisory vote.
4. Casting a vote by a member can be done in proxy in cases and manners as further explained in the internal regulations.

### Chairpersonship- Notes

#### Article 17

1. The general members assemblies will be led by the chairperson of the association or the vice-chairperson. Are the chairperson nor the vice-chairperson not present, the assembly shall be led by another board member.  
This person is appointed by the board. If in this manner no chairperson is appointed, the general members assembly does this.

2. Of all discussed in every general members assembly either by the secretary or by another person as appointed by the chairperson of the assembly notes shall be made, which have to be approved by the general members assembly. Those who call for the general members assembly can create a notarial warrant of what is discussed. The content of the notes or the warrant will be provided to the members for notice.

### Decision making by the general members assembly

#### Article 18

1. The judgment of the chairperson at the general members assembly that the assembly made a decision is binding. The same applies to the content of a decision, insofar there was voted about a non written proposal.
2. If after the in part one meant judgment is disputed immediately after it, a new vote takes place if a majority of the general members assembly or if the original vote was not correct, or if one eligible for voting requests this. This new vote overrides the previous vote.
3. Insofar the law or statutes decide otherwise, all decisions shall be made by simple majority vote.
4. Blank votes are valid votes.
5. When in an election none has obtained a majority, a second vote takes place. If this second vote also does not lead to a majority, revotes take place until one has obtained a majority, or if voted between two persons and the voting ceases. By means of revotes (excluding the second vote) votes are cast on the persons on who was voted on in the previous rounds, excluding the person on whom the least amount of votes was cast in the previous round. If in the previous round this applies to more than one person a draw decides on who no more votes can be cast. In the situation where voting ceases between two persons, a draw decides who is elected.
6. If voting ceases on a proposal not about a person, it is rejected. Votes not about persons are done in person, unless the chairperson thinks written voting is more suited, or if one of those who is eligible to vote requests so.
7. Votes about persons only happen in writing.  
Voting in writing happens by closed unsigned letters.  
Decision making by acclamation is possible, unless one who is eligible to vote requests an in person vote or a vote in writing.
8. A unanimous vote by all members of the association, even if these are not in assembly, has, if taken with foreknowledge of the board, the same power as a decision made by the general members assembly.
9. If in an assembly all members are present, a valid decision can be made, provided that with general votes, about all the to be discussed subjects- so including a request for a change of statutes or dissolution- even if no call for a general members assembly has been made or if this did not happen via the explained procedure on calling and holding assemblies and formalities has happened.

## Call for general member assemblies

### Article 19

By the call the to be discussed subject will be mentioned, unabated what is stated in article 20.

## Change of statutes

### Article 20

1. A decision to change the statutes can only be taken by the General Assembly, which should be summoned specially for this purpose and under the notice that a change of the statutes will be presented.
2. Those who summon the assembly to change the statutes must place a copy of the proposal in a suitable place for inspection by all members at least five days before the assembly. In this copy, the literal proposed change must be noted. The copy must remain available for inspection until the end of the day on which the assembly is held.
3. A decision to change the statutes can only be taken with a majority of at least two-thirds of the votes cast in an assembly in which more than two-thirds of the members are present or represented. If not two-thirds of the members are present or represented within four weeks but not more than two weeks after a second assembly will be called for and held. In this second assembly the proposal as discussed in the first assembly, independent of the amount of present or represented members, can be decided upon with a majority of two-thirds of the votes cast.
4. Every board member is entitled to execute the deed.

## Dissolution

### Article 20

1. The association can be dissolved by a decision made by the general members assembly. What is stated in article 20 parts 1,2,3 also applies here.
2. The credit balance after settlement is transferred after dissolution evenly to those who were members. When deciding to dissolve the association, the decision can however also be taken for a different destination for the surplus.
3. Insofar as the General Assembly does not appoint any other liquidators, the board members act as liquidators for the association's capital

## Internal regulations

### Article 21

1. The general members assembly is able to create internal regulations
2. The internal regulations cannot be contrary to the law, also where this does not include mandatory law, nor the statutes.
3. The internal regulations give further procedures around things, to which the statutes refer, or on which the regulation is desired by the general members assembly.

## End declaration

### Article 22

Everywhere in this act is being spoken about "schriftelijk" also involves electronic communication.



Transition period

The current book year of the association which started on the first of September two thousand twenty shall end on the 30th of June two thousand twenty one.

**Final act**

The reporting person is me, notary, known. This act is declared in Enschede on the date, mentioned in the beginning of this act.

The content of this document is casually presented to the reporting person and explained. The reporting person has declared in time having taken notice of the content of the act, and therefore no complete reading of the act to require. Directly after limited reading of the act was it signed by the reporting person and me, notary.