

2009

### Founding an Association

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On this day, \*, there appeared before me, Ariën Joan Nielsen LLM, civil law notary practicing in the municipality of Groningen:

1. Nemanja Stefan Kristofersson, residing in 9718 GB, Groningen, Jozef Israelstraat 15, born in Nis (Yugoslavia) on the eighth of November nineteen hundred and eighty-eight, unmarried, never married and not registered as a partner in the sense of registered partnership, and has never been registered as such, proof of identity: \*, with the number \*, issued in \* on \*;
2. Rutger Metsch, residing in 9714 GM, Groningen, Heymanslaan 30A, born in Lelystad on the fifteenth of February nineteen hundred and ninety, unmarried, never married and not registered as a partner in the sense of registered partnership, and has never been registered as such, proof of identity: \*, with the number \*, issued in \* on \*;
3. Johannes Borisovitj Löfstrand, residing in 9717 KN, Groningen, Noorderstationstraat 18 st.11, born in Stockholm (Sweden) on the seventh of December nineteen hundred and eighty-eight, unmarried, never married and not registered as a partner in the sense of registered partnership, and has never been registered as such, proof of identity: \*, with the number \*, issued in \* on \*;

The persons appearing hereby declare their intention to found an Association and to that end formalize the following statutes:

#### NAME AND REGISTERED OFFICE

##### Article 1

The Association is named: "Nexus Student Association" and has its registered office in Groningen.

#### DURATION AND FINANCIAL YEAR

##### Article 2

1. The Association is founded as of today.
2. The duration of the Association is indefinite.
3. The Association years shall run from the first of September until the thirty-first of August.

#### AIM AND Resources

##### Article 3

1. The aim of the Association is: to promote the social, academic and professional interests of its members and to establish a platform for a social and professional network of alumni across the world.
2. The Association intends to achieve this aim by, inter alia:
  - a. using English as its language of communication

- b. organizing informal activities
- c. organizing informative activities
- d. co-operating with legal entities with similar or related aims.

#### EXTERNAL ORGANIZATION

##### Article 4

The Association can join unions, foundations, associations and other forms of organization if the General Assembly approves the cooperation.

#### MEMBERS/DONORS/HONORARY MEMBERS/ALUMNI

##### Article 5

1. The Association distinguishes between
  - a. members
  - b. donors
  - c. honorary members
  - d. alumni.
2. Members are students at the University of Groningen who are enrolled in the Bachelor's degree programme in International and European Law or the Master's degree programme in International and European Law or other Master's degree programmes related to international and European law, who are accepted as such.  
 Donors are those who declare their willingness to financially support the Association with an annual contribution, of which the minimum amount will be specified in the Internal Regulations.  
 Honorary members are those who are appointed as such because of their exceptional services for the Association or within the framework of the aims of the Association.  
 Alumni are those who associate themselves with the Association by contributing a certain amount of money, to be set annually by the Board. Alumni members must previously have been members of the Association.
3. The Board decides on the admission of members and donors. If membership is refused, the General Assembly can nevertheless decide to confer membership.
4. Application to become a member or donor must be conducted in the way specified in the Internal Regulations.
5. If membership is conferred during the year, the full annual contribution and other financial contributions must nevertheless be paid.
6. The Board shall keep a record of the names and addresses of all members, honorary members, alumni and donors.
7. Membership is personal and therefore cannot be transferred to others nor be inherited by others.
8. Donors, honorary members and alumni do not have any other rights and obligations other than those granted to them in these statutes and in the Internal Regulations.

#### TERMINATING MEMBERSHIP

##### Article 6

1. Membership ends upon the:
  - a. death of a member
  - b. termination of membership by a member
  - c. termination of membership by the Association
  - d. disqualification.
2. Termination of membership by a member must be done in accordance with the procedure set out in the Internal Regulations.
3. Termination of membership by the Association can occur when a member has ceased to fulfil the requirements of membership as specified in the statutes; when a member does not fulfil his obligations towards the Association; or when it cannot be reasonably expected that the Association shall continue membership.
4. Termination of membership must occur by the Board of the Association sending a registered letter stating the reasons for termination.
5. Termination of membership by the member or the Association can only occur at the end of the Association year and with one month's notice. However, membership can be terminated immediately in cases where it cannot be reasonably expected of the Association or the member that membership be continued.
6. Termination in violation of the provisions of Article 6.5 shall result in the termination of membership at the earliest possible date after the date of termination.
7. A member is not entitled, by terminating his membership, to circumvent a decision raising financial obligations of the members.
8. Disqualification can only be applied when a member acts in contravention of the statutes, regulations or decisions or damages the Association unreasonably.
9. Disqualification from membership must occur by the Board sending a registered letter setting out the reasons for disqualification.
10. In the event of termination of membership by the Association on the grounds that it cannot be reasonably expected by the Association to continue membership, and in the event of a decision to disqualify, the person whose membership is being terminated may appeal to the General Assembly within a month of receiving the notification of termination.
11. Even if membership terminates during the Association year, the full annual contribution and other financial contributions must be paid nonetheless.
12. During a suspension of membership the rights that are connected with membership cannot be exercised by the member; however, the obligations towards the Association remain.
13. Members, who terminate their membership or whose membership is terminated, may be obliged by the Board to fulfil any outstanding financial obligations.

ADDITIONAL RIGHTS AND OBLIGATIONS OF THE MEMBERSArticle 7

1. Members are obliged to pay the annual membership fees, the amount of which will be determined by the General Assembly.
2. Furthermore, members are obliged to comply with all obligations set out in the statutes and regulations of the Association, the lawfully taken decisions of the General Assembly and the Board and not to do anything that could harm the Association. Members are not permitted, unless so authorized by the Board, to correspond on behalf of the Association, or to speak to press representatives or representatives of other public media, e.g. radio and television, or to provide information to these with regard to matters concerning the Association.
3. In the event of a violation of the provisions set out in Article 7.2, the punitive measures set out in Article 6.1.c can be exercised.

BOARDArticle 8

1. The Board of the Association consists of 5 members.
2. The Board is selected from the members and proposed to the General Assembly by a selection committee. The composition and procedures of this committee are set out in the Internal Regulations.
3. The candidate Board members should be individually approved by a simple majority of individual votes at the General Assembly. Every Board member, including when appointed for a fixed period, can at all times be dismissed or suspended by the General Assembly by a majority of votes at that General Assembly which at least 60% of the members living in the Netherlands at that time attend. A suspension that is not followed by a decision of dismissal within 3 months expires after the end of that period.
4. The Board can provide the General Assembly with a recommendation list for every vacancy.
5. The selection committee appoints a president, a secretary and a treasurer from among the Board members. The Board can choose a replacement for each of them from among the Board members.
6. The positions of president, secretary or treasurer cannot be combined by one person.
7. The composition of the Board, the tasks and assignments of the separate Board members, and the procedure by which they are appointed and resign, are regulated in the Internal Regulations, which must conform with the statutes.
8. Even if the number of Board members has decreased to less than three, the Board remains authorized. However, the Board is obliged to organize a General Assembly meeting

as soon as possible which will discuss how to fill the vacant position(s).

9. The members of the Board are appointed for a period of one year. They can be re-elected, but for no more than two consecutive periods.
10. A member of the Board who fills a vacancy during the Association year resigns at the same time as his predecessor would have if he had finished his term.

#### ENDING MEMBERSHIP OF THE BOARD

##### Article 9

Membership of the Board ends:

- a. on the death of a Board member
- b. on termination of membership of the Association
- c. on the resignation of the Board member
- d. on dismissal by the General Assembly
- e. on expiration of the period for which the Board member is appointed.

#### TASKS OF THE BOARD AND REPRESENTATION

##### Article 10

1. Subject to the limitations set out in the statutes, the Board is tasked with the management of the Association, the Board determines the policy of the Association and has the final responsibility to realize the aims of the Association.
2. The Board is authorized, on its own responsibility, to delegate certain tasks to committees, advisors and/or working groups that are appointed by the Board. The Board is at all times authorized to dismiss these committees, advisors and/or working groups from their tasks and, if necessary, to discontinue them.
3. In addition to the full Board, the Association can also be represented by two Board members together.
4. The Board may grant a written general or special power of attorney to one or more Board members or active members of the Association to represent the Association.

#### BOARD MEETINGS

##### Article 11

1. The Board meets preferably once a week and furthermore as often as the president or at least two Board members consider necessary.
2. The secretary of the Board, or the Board members who think a meeting is necessary, will summon all Board members for a meeting.
3. The minutes of the last Board meeting must be attached to the invitation to a meeting as referred to in this article.
4. The president of the Board chairs the meetings; in his absence, this task will be fulfilled by another Board member. The appointment procedure of this member is set out in the Internal Regulations.
5. The secretary of the Board, or a member appointed by him or by the president of the

meeting, shall take minutes during every meeting.

6. The minutes of a meeting must be formalized and - to show that they are approved - signed by the president and secretary in the subsequent meeting.
7. The Board can only authorize external advisors and delegates of working groups within the Association - possibly with reservations - to join Board meetings.

#### COMPETENCES OF THE BOARD

##### Article 12

1. The Board needs approval from the General Assembly for decisions to:
  - I. enter into legal acts or to initiate investments that exceed three thousand Euros (€3,000), notwithstanding the provisions of Article 12.1.II;
  - II.
    - a. conclude agreements to buy, sell or intensify the use of registered property
    - b. rent, rent out or in any other way use or let others use property for a period longer than one week
    - c. conclude agreements by which the Association is given bank credit
    - d. loan or advance money, which does not include the use of bank credit extended to the Association
    - e. conclude agreements that are not financial in nature, but bind the Association for more than one year
    - f. legally act on behalf of the Association including acting in arbitration procedures, though with the exception of taking precautionary measures and taking such legal measures, that cannot be postponed.

The absence of this approval cannot be invoked by and against third parties.

2. The General Assembly may decide that its approval is needed for other legal acts that are specified in the Internal Regulations.
3. The Board is not authorized to conclude agreements in which the Association is the main debtor, or becomes responsible for the debts of another person or provides security for the debt of a third party.

#### FINANCIAL RESOURCES

##### Article 13

1. The income of the Association consists of:
  - a. membership fees
  - b. contributions
  - c. other charges resulting from decisions of the General Assembly
  - d. grants
  - e. revenues from activities of the Association
  - f. gifts, inheritances, legacies and interests

- g. sponsorship revenues
  - h. all other sources of income.
2. Membership fees are annually determined by the General Assembly.
  3. The minimum contribution for donors is also annually determined by the General Assembly.

#### BUDGET

##### Article 14

Before the first of September of every year, the Board drafts a budget for the upcoming calendar year. The budget must contain a clarification of all budget items.

#### ANNUAL REPORT, BANK ACCOUNT AND ACCOUNTABILITY

##### Article 15

1. The financial year of the Association runs from the first of September until the thirty-first of August in the following year.
2. The Board is obliged to keep track of the financial situation of the Association in such a fashion that at any time its obligations and rights may be ascertained.
3. The Board reports to the General Assembly within six months after the end of the Association year, with the exception of when that period is extended by the General Assembly, and accounts for the Association's management in the past year by submitting its annual report and balance sheet. After this period, every lawful member may request this balance sheet and annual report.
4. The selection committee annually selects from the members a committee of at least two persons who are not members of the Board. These two persons must then be approved by the General Assembly. This committee investigates the financial situation and the Board's financial account and submits a report of its conclusions to the General Assembly.
5. If the investigation requires specific accounting knowledge, the committee may consult a professional. The Board is obliged to provide all necessary information to the committee if it requests information concerning the financial situation of the Association including access to the books and records.
6. The General Assembly may dismiss the committee at any time, although only by appointing a new committee to fulfil the same tasks.
7. The Board is obliged to keep the documents mentioned in Articles 15.2 and 15.3 of this article for seven years.

#### GENERAL ASSEMBLY MEETINGS

##### Article 16

1. The General Assembly is awarded all the competences that are not attributed to the Board or any of the other organs of the Association by statute or by law.
2. Annually, at most six months after the end of the Association year, a General Assembly

meeting - the annual meeting - must be held. A written (which includes email) announcement for this meeting shall be sent out by the Board at least seven days in advance of the meeting.

In this meeting, inter alia, the following subjects will be addressed:

- a. the annual report, balance sheet and financial account, as set out in Article 15 including the report of the committee mentioned in that article
  - b. the appointment of the committee mentioned in Article 15 for the upcoming Association year
  - c. the budget for the current and upcoming Association year
  - d. filling of vacancies
  - e. proposals by the Board or the members, set out beforehand in the announcement for the General Assembly meeting.
3. Other General Assembly meetings are held as often as the Board considers desirable. The Board convenes these meetings.
  4. The announcement of such a General Assembly meeting must be in written form (which includes email) and sent to the addresses of the members registered with the Association as specified in Article 5.5, at least seven days before the General Assembly meeting. The topics to be discussed will be included in the announcement, Article 21 remaining in full force.
  5. The Board is obliged to summon a General Assembly meeting within four weeks if there is a written request by at least the number of members eligible to vote necessary to cast 1/10 of the votes, with a minimum of fifteen votes. In the event that the Board does not act on this request within fourteen days, the members who requested the meeting may announce a General Assembly meeting themselves in conformity with the procedures set out in Article 16.4.

#### ADMISSION AND RIGHT TO VOTE

##### Article 17

1. All persons mentioned in Article 5 of these statutes are allowed to attend General Assembly meetings, with the exception of suspended members and suspended board members.
2. The Board decides whether persons who are not mentioned in Article 17.1 are allowed to attend the General Assembly meeting.
3. Every member of the Association, who is not suspended, is eligible to vote. Donors, honorary members and alumni do not have the right to vote.
4. A member may authorize another member to vote for him by written authorization. No member may be authorized by more than two other members.



5. Only members who are eligible to vote are permitted to participate in the proceedings. If it is to the benefit of the Association, the president may allow other people present to speak as well.

PRESIDENCY, MINUTES

Article 18

1. The General Assembly meeting is presided over by the president of the Association or his substitute. If the president and his substitute are absent, another member of the Board is appointed by the Board to function as chairperson. If this does not result in a chairperson being appointed, the General Assembly appoints a chairperson itself.
2. The secretary, or another person who is appointed by the president, takes minutes of the proceedings during the General Assembly meeting. These minutes will be finalized by the president and whoever took the minutes and signed by them. Subsequently, the minutes will be communicated to the members.

ADOPTING RESOLUTIONS IN THE GENERAL ASSEMBLY

Article 19

1. The opinion expressed by the president that the General Assembly has reached a decision is decisive. This procedure also applies for the content of a decision which has been reached by vote concerning a proposal not put into writing.
2. However, if the decision set out in Article 19.1 is challenged immediately by the General Assembly or, in the event that the initial voting was not by ballot or call, then the voting procedure has to be repeated should a member eligible to vote so desire. This new round of voting annuls the legal consequences of the initial round of voting.
3. Unless the statutes or the law state otherwise, every decision taken by the General Assembly is done so by an absolute majority of the votes cast.
4. Blank votes are considered not to have been cast.
5. In the event of an election in which no-one has obtained a majority of votes or in the event of a binding nomination, a second round of voting shall be held between the nominees. If no-one has obtained the majority of the votes after this round, subsequent rounds of voting are held until either one person has obtained the majority of votes or until two persons are left and they have received an equal number of votes.  
In the event of multiple voting rounds (not including the second round of voting), votes can be cast for those persons who were voted for in the previous voting round, with the exception of the person who had the least number of votes in the previous round. If more than one person has obtained the lowest number

of votes, it is decided by drawing lots which of these persons will not be allowed to participate in the next voting round.

If the number of votes is still equal and there are two persons left, drawing lots will decide who is elected.

6. In cases concerning proposals that do not concern electing persons, an equal number of votes means that the proposal is rejected.
7. All voting is conducted by oral vote, unless the president considers voting by ballot to be desirable or if one of the persons eligible to vote requests voting by ballot before the vote. A voting round by ballot is carried out using unmarked, closed notes. It is possible to come to a decision by acclamation, unless a person eligible to vote requests a vote by roll call.
8. A unanimous decision of all the members, even when not assembled in an official meeting, has the same status as a decision taken by the General Assembly if the decision was taken with prior knowledge of the Board.
9. As long as all members are present or represented in a General Assembly meeting, valid decisions can be taken, if these are obtained by means of a general vote, even if the meeting has not been announced beforehand or if the meeting was called without consideration of due procedure. These decisions may concern any topics that are discussed, including an amendment of the statutes or a decision to dissolve the Association.

#### INTERNAL REGULATIONS AND OTHER REGULATIONS

##### Article 20

1. Internal Regulations, established by the General Assembly, determine further regulations with regard to the Association's administration.
2. In addition to the Internal Regulations, other regulations may be established by the Board, either to regulate certain activities or regarding the functioning of committees and working groups.
3. Those regulations may not be in violation of the statutes nor of the law, even if the law is not binding.

#### AMENDMENT TO THE ARTICLES OF ASSOCIATION

##### Article 21

1. The statutes of the Association cannot be changed by other means than a decision made by the General Assembly, which must have been convened with the announcement that a proposal to amend the statutes will be discussed during the meeting.
2. Those who convened the General Assembly to discuss the proposal to amend the statutes must make a copy of the proposal available to members in an appropriate place, in which the suggested amendment is outlined. This copy

must be made available at the latest five days before the day of the General Assembly meeting until the end of the day of the General Assembly meeting. Moreover, the copy mentioned above must be sent to all the members.

3. A decision to amend the statutes requires a minimum of two thirds of the votes cast, in a meeting where at least two thirds of the members are present. If two thirds of the members are not present, another meeting to decide on the proposal as discussed in the previous meeting must be convened within four weeks, in which a decision may be made by a two thirds majority of the votes cast, regardless of the number of members present.
4. An amendment to the statutes does not enter into force until a notarial deed is drafted. Every Board member is authorized to execute that deed.

#### DISSOLVING THE ASSOCIATION

##### Article 22

1. The decision to dissolve the Association may only be taken by a General Assembly meeting that is assembled with the purpose to dissolve the Association, unless Article 19.9 is applicable. Article 21.1, 21.2 and 21.3 are equally applicable with regard to this procedure.
2. The bank account surplus of the Association will be donated to a charity that is chosen by the Board.
3. A decision to dissolve the Association has to be done by notarial deed.
4. After dissolution, the Association, the annual reports and other documents must be kept for at least seven years by a person who is appointed by the Board; within eight days after the dissolution, the guardian of the documents must have notified the Chamber of Commerce that he will execute this task.

##### Article 23

For all events not covered by these statutes, the Internal Regulations and/or other regulations of the Association, the Board will make a decision, subject to its obligations towards the General Assembly.

##### THE FIRST BOARD

The first Board comprises five members.

Contrary to the procedure set out in the statutes, with this deed the following persons are appointed to the first Board:

1. Johannes Borisovitj LÖfstrand, as President;
2. The person appearing, Nemanja Stefan Kristofersson, as Secretary;
3. Lyudmila Borisova Chulkova, as Treasurer;
4. The person appearing, Rutger Metsch, as member; and
5. Hannah Andree Widemann, as member.

##### FINAL DETERMINATION

The persons appearing are known to me, the civil law notary, and the identity of the persons

appearing involved in this deed has been established by me, the civil law notary.

IN EVIDENCE WHEREOF

the original of this deed was executed in Groningen on the date stated in the preamble to this deed.

After the substance of this deed had been communicated and explained to the persons appearing, they each declared that they had read and understood its contents and agreed to its not being read out in full.

After limited reading, the deed was signed immediately, first by the persons appearing and afterwards by myself, the civil law notary.