

ENGLISH TRANSLATION OF THE ARTICLES OF ASSOCIATION

Apollo

11 November 2020

Disclaimer: This translation is not legally valid. For official use, use the Dutch version of the statutes.

AMENDMENT OF THE ARTICLES OF ASSOCIATION

Apollo

On the eleventh of November two thousand and twenty appeared before me, Mr. Adolf Dirk Plaggemars, notary in Enschede:

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

The person appearing has stated that:

1. the General Assembly of **Apollo**, an association with full legal capacity, having its registered office in Enschede, with address Drienerlolaan 5, 7522 NB Enschede, commercial register number 40076223, hereinafter referred to as: the "**Association**", on the fifth of November two thousand and twenty has decided:
 - a. to amend and re-establish the Association's statutes; and
 - b. to authorize the person appearing to pass this act, the decisions of which are apparent from the minutes of the General Assembly, of which copy shall be attached to this document;
2. the Association's statutes were last amended by deed on the twenty first of September two thousand and one by Mr. B.F. Wesseling, notary in Enschede.

The person appearing has declared, in order to comply with the notified decision amendment of the articles of the association, to hereby amend and re-establish the association's articles of association as follows:

S T A T U T E S

Name and Seat

Article 1

1. The association bears the name: **Apollo**
2. The association is located in Enschede.
3. The association was founded under the name "The Sirens" on the twenty fourth of October nineteen eighty nine and merged on the ninth of September nineteen ninety one with the groups "Muzen" and "Orpheus" to become Apollo.

Purpose

Article 2

1. The purpose of the association is:

The promotion of art and culture at the University of Twente in Enschede.
2. The association does not have the purpose of making profits for distribution to its members.
3. The association seeks to achieve this goal, inter alia by:
 - a. acting accordingly to the interests of the members and representing the members in all matters of interest to them;
 - b. promoting contact, support and cooperation between members among themselves;
 - c. working with other organizations to achieve goals that benefit art and culture;
 - d. the (co-)organization of cultural events.

Article 3

Members, Honorary Members and Beneficiaries

1. The association has ordinary members, honorary members and beneficiaries.
2. a. Only cultural student groups or with them by the board assimilated groups, whether or not in the form of an association or foundation which have one or more goals as listed below as 1 to 3 and contribute to the provisions of Article 2(1), can be an ordinary member of the association. These goals concern:
 1. organizing cultural events;
 2. the management of lending facilities in the field of art and culture;
 3. the active practice of culture.
- b. On the proposal of the board or by an ordinary member, on the basis of special merits towards the association, natural persons can be appointed honorary members by the general assembly by two-thirds majority of the valid votes cast.
- c. Beneficiaries are natural or legal persons, who financially support the association with a minimum contribution, which is established in the bylaws of the association.
3. Honorary members and beneficiaries shall have no rights and obligations other than those granted and imposed on them by or under the Statutes. Honorary members are not members.

Admission and membership

Article 4

1. Registration for membership shall be made to the secretary of the board. Admission shall be decided by the general assembly on the proposal of the board by two-thirds majority of the number of valid votes cast.
2. For the practice of their membership rights, the members shall be represented by a member's board member or an authorized representative to be appointed in writing by the member.
3. Any additional provisions shall be governed by the bylaws.

Member register

Article 5

The board shall keep a register in which the names and addresses of the members are recorded. Members are required to ensure that their address is known to the board.

Annual Contributions

Article 6

1. Members are required to pay an annual contribution, of which the amount will be determined annually by the General Assembly. For this purpose, they may be classified by the bylaws into categories which pay a different contribution.
2. In special cases, the board may decide to cancel all or part of a member's obligation for the payment of contribution.

End of membership

Article 7

1. Membership ends:
 - a. when a member ceases to exist;
 - b. by termination by the member;
 - c. by termination by the association;
 - d. by denunciation.
2. Termination by the member may take place without giving any reason.
3. Termination by the association takes place by the board and is only possible:
 - a. if a member fails to fulfil its obligations to the association;
 - b. when the association cannot reasonably be required to continue membership;
 - c. when a member has ceased to comply with the requirements of the membership as written in the statutes.
4. Termination of membership can only be made in writing.

Termination by the member may take place only at the end of a financial year, subject to a notice period of at least four weeks. By way of derogation from the above, a member may terminate his membership with immediate effect if the member cannot reasonably be required to continue the membership or when the termination is made within one month after the member has been notified of decision to convert the association into a different legal form or to merge or divide.
5. Denunciation is effected by the board and can only take place if a member goes against the statutes, regulations or decisions of the association, or unreasonably disadvantages the association.
6. The board shall inform the member about a decision to terminate membership by the association and a decision to denunciate and state the reasons as soon as possible. The member shall be entitled to appeal to the general assembly within one month of being made aware of the decision. During the period of appeal and the pending of the appeal, the member is suspended.
7. When membership ends in the course of a financial year, the annual contribution shall remain due for the whole.

Rights of Beneficiaries and Honorary Members

Article 8

Beneficiaries and honorary members shall have the right to partake in events and activities organized by the association for their members, and the other rights granted to the beneficiaries or honorary members by these statutes.

End of rights and obligations of beneficiaries and honorary members

Article 9

The rights and obligations of a beneficiary or an honorary member may at any time be terminated by written termination from either side provided that the annual contribution for the current association-year remains due in full. Termination on behalf of the association shall be effected by the board.

Board

Article 10

1. The board shall consist of at least three (3) persons and shall be appointed in the general assembly.
2. If the board consists temporarily of less than three (3) persons, it remains authorized. A general assembly should be convened as soon as possible to open those vacancies.
3. Board members are proposed by the board or by at least two-thirds of the members.
4. The chairman, secretary and treasurer shall be appointed by the general assembly as such. A member of the board may hold more than one position, with the exception of the combination of the functions of chairman and treasurer.
5. The board shall establish a calendar of resignations whereby, if possible, the board members resign yearly. Resigning board members shall be immediately reappointable.
6. A board member may be deposed or suspended at any time by the general assembly.

Board permissions

Article 11

1. The board is responsible for managing the association.
2. Subject to the approval of the general assembly, the board shall be authorised to enter into agreements for the acquisition, disposal or encumbrance of registered goods and contracts whereby the association commits itself as a guarantor or jointly liable, acts on behalf of a third party or pledges to be liable for another person's debt. The absence of approval as referred to in this paragraph may be invoked against third parties.

Representation

Article 12

1. The board shall represent the association, insofar as the law allows. The permission of representation shall also be conferred on the chairman acting jointly with another member of the board.
2. In all cases where the association has a conflicting interest with one or more board members, it shall be represented by the person or persons appointed , whether or not annually, by the general assembly.

Board meetings and decisions

Article 13

1. At least one meeting shall be held each month.
2. Meetings will also be held if one of the board members deems it desirable.
3. If a majority of the board members are present in a meeting or someone is present on their behalf, valid decisions can be taken on all subjects.
4. Meetings shall be led by the chairman; in their absence, the board appoints another board member as chairman of the meeting.
5. A board member may authorize another board member to vote on their behalf.

6. Voting shall take place orally, unless a board member requires written vote. Written vote shall be made by unsigned, closed notes.
7. Each board member has the right to cast one vote. All decisions be taken by an absolute majority of votes.
8. The verdict expressed by the chairman of the board meeting on the result of the vote is decisive. The same applies to the content of a decision, provided that the vote was on a non-written proposal.
 - a. Immediately after the chairman pronounces the judgment, if its accuracy is contested, a new vote will take place. This vote will occur when the majority of the assembly demands it or, if the original vote was not conducted by individual or written means, when a board member requests it. The decision to be made will be recorded in writing.
 - b. As a result of this new vote, the legal effects of the original vote no longer apply.
9. Minutes of the discussed meetings shall be held. The minutes are to be approved by the board at the next board meeting.
10. The board may also take decisions outside the meeting, provided that all board members have been given the opportunity to express their views in writing and none of them objects to this mode of decision-making.
 - a. Under "written" these statutes always include all documents transmitted and to be received in writing via common communication channels. A summary of a decision accompanied by the received replies shall be made by the secretary to be attached to the minutes of the next board meeting.

Financial year

Article 14

The financial year of the association corresponds to the calendar year. The association year is equal to the financial year.

1. The board is obliged to keep accounts of the financial condition of the association and all matters concerning the activities of the association in such a way as to maintain an administration. The necessary books, documents, and other data carriers must be kept in a manner that allows the rights and obligations of the association to be known at all times.
2. Within six months after the end of the financial year, the board shall prepare the balance sheet and the statement of income and expenses of the association. These documents are prepared by the treasurer.
3. The board is obliged to keep the books, documents, and other data carriers mentioned in the preceding paragraphs for a period of seven years.

General Assembly

Article 15

1. General meetings are held in the municipality where the association is located.
2. Each year, within six months of the end of the financial year, subject to the extension of this period by the general meeting, a general assembly - the annual meeting – shall be held.
The annual meeting will include:
 - a. The balance sheet and statement of income and expenses with the report of the committee referred to in paragraph 5 of this Article.
 - b. The appointment of the committee referred to in paragraph 5 of this Article for the next year of association;
 - c. Provision of any vacancies;
 - d. Agenda items of the board or members announced at the time of convening the meeting
3. The board shall provide the balance sheet, the state of income and expenses and the budget for the next year for approval to the general assembly.
Approval of the accounts and accountability by the general assembly allows the board to discharge of its policy to the extent that this is apparent from those documents.
4. The association may order an accountant to examine the balance sheet and the state of income and expenses. The general assembly shall be authorized to grant that order. In the case they do not, the board is authorized to order. The assignment given by the board may be withdrawn by the general assembly.
5. If no statement from an accountant regarding the accuracy of the balance sheet and statement of income and expenses is provided, the general meeting annually appoints a committee of at least two persons who are not part of the board. This committee examines the aforementioned documents.
6. Before the resignation of a board, the board must report on the implemented policy since the previous general assembly where the implemented policy has been discussed.
7. At a general meeting, a new board can be elected or a new member can be introduced.

Other General Assemblies

Article 16

1. Other general meetings are held as often as the board judges it to be desirable.
2. In addition, the board is obliged to convene a general meeting on a term of not more than four weeks, if at least one/tenth of the members entitled to vote so request in writing. If the board has failed to comply with this request within fourteen days, the applicants themselves may proceed to that convening.

Convening of the General Assembly

Article 17

1. General assemblies shall be convened by the board without going against the provisions of Article 16(2). The call is made in writing to the (e-mail-) addresses of members as listed in the register of members including an indication of the topics to be covered, starting time and location at least fourteen days before the assembly.
2. If a discussion on a topic is desired or more information about the topic is needed to understand the discussion, than it will be the responsibility of them who initiated the assembly to provide the necessary information to the members at least seven days in.

Access and voting rights

Article 18

1. Access to the general meeting shall have the members who have not been suspended and the board members of the association who have not been suspended. A suspended member or a suspended board member shall have access to the meeting at which the suspension decision is to be held and shall have the right to speak in that regard.
2. The chairman of the meeting shall decide on the admission of persons other than those referred to in paragraph 1.
3. Each member of the association who has not been suspended shall have one vote. A member can grant another member, who is eligible to vote, written authorization to cast a vote on their behalf. A member shall not be authorized by more than one member.

Chairmanship/minutes

Article 19

1. The general assemblies shall be led by the chairman of the board, their alternate or any other person to be appointed by the general assembly. If the chairman and their alternate are absent, another board member, appointed by the board, shall act as chairman. If the chairmanship is still not provided in this way, the meeting itself provides for it.
2. Minutes of what is discussed at each meeting shall be kept by the Secretary or a person designated by the board. The minutes shall be established and signed by the chairman and the notulist. The minutes shall be submitted for approval at the next general assembly.

Decision-making of the General Assembly

Article 20

1. In so far as the statutes do not require a larger majority, the general assembly shall act by an absolute majority.
2. All votes shall be taken orally unless the chairman of the general assembly deems a written vote desirable or one of the those entitled to vote so demanded for the written vote. Written vote shall be made by unsigned closed notes.

3. The judgment pronounced by the chairman of the general assembly regarding the outcome of a vote is decisive. The same applies to the content of a decision, insofar as a vote was taken on a non-written proposal. If the accuracy of this judgment is immediately disputed after the chairman pronounces it, a new vote will take place if the majority of the meeting demands it, or if the original vote was not taken individually or in writing, or if an eligible voter present requests it. The legal consequences of the original vote are voided by this new vote.
4. An unanimous decision of all members, even if they are not in a meeting shall have the same force as a decision of the general assembly, provided that the board has prior knowledge. The voting at such decisions can only happen in writing.

Regulations

Article 21

1. The General Assembly shall have the power to adopt one or more rules of procedure, including the bylaws, concerning matters which are not included in these statutes.
2. These regulations may not go against the law or to these statutes.
3. The general assembly is authorized at all times to amend or repeal the rules or regulations.

Amendment of the statutes. Merger and division

Article 22

1. A decision to amend the articles of association can only be taken in a general assembly, which has been specifically called upon to do so by informing that an amendment of the statutes of the association will be proposed.
2. A decision to amend the articles of association may be taken only by a majority of at least two-thirds of the votes cast in a meeting in which at least two-thirds of the members is present, or is represented. If less than two-thirds of the members are present or represented at the meeting, a new meeting may be convened and held, to be held no earlier than two weeks after the first meeting and no later than six weeks after the first meeting. In this new meeting the same proposal for amendment of the statutes may be decided by a majority of two-thirds of the votes cast, irrespective of the number of members present or represented. The convening of that new meeting should state that and why a decision can be taken irrespective of the number of members present or represented at the meeting.
3. Those who have made the call for this meeting must, at least five days before the meeting, make a copy of that proposal, including the proposed amendment, and make it available in a suitable place for members for inspection until the end of the day on which the meeting is held.
4. An amendment to the articles of association only enters into force after a notarial deed is made up. Every board member is authorized to make that deed.
5. The provisions of paragraphs 1, 2 and 3 shall apply mutatis mutandis to a merger or division decision.
6. The procedure for adopting, amending and abolishing regulations shall, as far as possible, apply mutatis mutandis to the provision of this Article.

Dissolution

Article 23

1. The association may be dissolved by a decision of the general assembly. The provisions of paragraphs 1 and 2 of the previous article are applicable. In the decision to dissolve, a depositary of the books and documents shall be appointed.
2. Insofar as the general assembly does not appoint other liquidators, the board members act as such in order to liquidate the assets of the association.
3. The liquidators distribute equally what remains of the assets after satisfying the creditors to the members. However, a different destination can also be given to the surplus in the decision to dissolve.
4. At the end of the liquidation, the books, records, and other data carriers of the association shall be kept by the depositary referred to in paragraph 1 for a period of seven years.

Final act

The person who appeared is known to me, notary. This deed was established in Enschede on the date, in the head of this document. The content of this deed has been given and explained to the person appearing. The person appearing has stated that, he has received the contents of the document in good time, taken note and has agreed to it. Immediately after a limited reading of this act, it was published by the person and by me, notary, signed.

Following signature.

Issued by Mr A.D. Plaggemars on 11
November 2020



A handwritten signature in black ink, consisting of a series of loops and a long horizontal stroke, positioned to the right of the notary seal.