

STATUTES

No rights can be derived from this translation of the Dutch statutes.

NAME AND REGISTERED OFFICES

Article 1.

The association bears the name **HONOURSVERENIGING OCKHAM**.
It is seated in **ENSCHEDÉ**.

GOAL

Article 2.

The association aims to represent the interests of its members, to promote the personal and academic development of its members, and to create an academic community.

PRIMARY AND SECONDARY MEMBERS

Article 3.

1. The association knows primary and secondary members, which can only be natural persons. When in this document members are mentioned primary and secondary members are implied unless otherwise stated.

PRIMARY MEMBERS

Primary members can be participants of an extracurricular program related to the University of Twente (from here out referenced: **"UT"**) and persons that have followed such a program.

SECONDARY MEMBERS

Secondary members can be alumni, honorary members, extraordinary members and teachers.

2. Primary members become secondary members after 3 years of membership unless the household regulations or the board decide it concerns an abnormal situation.

APPLICATION AND ADMISSION

Article 4.

Membership of the association can be obtained through written registration with the secretary of the board, on the understanding that honorary membership and extraordinary membership can only be obtained at the invitation of the board; the board is authorized to issue an invitation after prior approval of the general meeting.

The registration of the aspiring member contains at least their initials, name, address, and the birth date.

The board decides on the admission of members.

When an aspiring member is rejected they can appeal this decision at the next general meeting, which can decide to admit the new member.

END OF MEMBERSHIP

Article 5.

1. Membership ends:

- by cancellation of the members;
- by death of the member;
- by cancellation from the association;
- by dissolution of the association.

2. Termination of membership by the member or the association can only take place towards the end of the association year, with a notice period of four weeks. However, the membership can be terminated immediately if the member or the association cannot reasonably be expected to continue the membership, with due observance of the provisions of paragraph 6 of this article.

3. A cancellation in violation of the provisions of the previous paragraph will terminate the membership at the earliest permitted time following the date on which cancellation was made.

4. Termination of membership on behalf of the association is effected by the board, and can take place when the member, after repeated written reminder, has not fully complied with his financial obligations towards the association, as well as when the member has ceased to comply with the requirements that may be set for membership by the articles of association.

5. Disqualification from membership can only be pronounced if a member acts contrary to the statutes, regulations or decisions of the association or unreasonably disadvantages the association. The expulsion will be effected by the board, which will inform the member concerned of the decision as soon as possible, stating the reason (s). The person concerned is authorized to appeal to the general meeting within one month of receiving the notification, which appeal will be handled at the next general meeting. During the appeal period and pending the appeal, the member is suspended.

A suspended member has access to the meeting in which the decision to suspend is discussed, and is authorized to speak about it.

The decision of the general meeting to suspend a member will have to be taken with at least two-thirds of the number of valid votes cast.

6. A member is not authorized to exclude a decision in which the obligations of the members of a financial nature have been aggravated, unless termination takes place within one month after such a decision has become or has been made known to the member.

YEARLY CONTRIBUTION

Article 6.

1. The members are obliged to pay an annual contribution, the amount of which will be determined by the general meeting, with due observance of the provisions of article 3 paragraph 1.

2. In special cases, the board is authorized to grant full or partial exemption from the obligation to pay the contribution.
3. If the membership ends in the course of an association year, the annual contribution for the entire year remains due.

FUNDS

Article 7.

The funds of the association consist of:

- Yearly contribution of the members
- acquisitions as a result of inheritances, bequests and gifts; - other income and / or receipts.

BOARD

Article 8.

1. The board consists of at least two (2) members, who are appointed by the general meeting from the members.
2. The appointment of the board members is made from one or more binding nominations, subject to the provisions of paragraph 3. Both the board and ten members are authorized to draw up such a nomination.
The nomination of the board is announced in the notice convening the meeting.
A nomination by ten or more members must be submitted in writing to the board five days before the start of the general meeting.
3. The binding nature of any nomination can be overridden by a resolution of the general meeting, in which at least two-thirds of the members are represented, by at least two-thirds of the votes cast.
4. If no nomination has been drawn up, or if the general meeting decides in accordance with the preceding paragraph to deprive the drafted nominations of their binding character, the general meeting is free to choose.
5. If there is more than one binding nomination, the appointment will be made from those nominations.

END OF BOARD MEMBERSHIP

PERIODIC BOARD MEMBERSHIP SUSPENSION SUSPENSION

Article 9.

1. Any board member, even if he has been appointed for a certain period of time, can be dismissed or suspended by the general meeting at any time.
A suspension that is not followed within three months by a decision to terminate will end when that period has expired.
2. Each board member will resign no later than one (1) year after his appointment, in accordance with a resignation schedule to be drawn up by the board. The resigning person is eligible for reappointment. Anyone who is appointed to an interim vacancy takes the place of his predecessor on that roster.
3. Board membership also ends:

a. by the termination of membership of the association; b. by stepping down.

BOARD POSITIONS

DECISION PROCESS OF THE BOARD

Article 10.

1. The board appoints a chairman, secretary and treasurer from among its members. The board can appoint a deputy for chairman, secretary and treasurer from among its members.

The position of secretary and treasurer can be united in one person.

2. Minutes are drawn up by the secretary of the proceedings at each board meeting, which are adopted by the board in the next board meeting, and in evidence thereof are signed by the chairman and secretary.

Contrary to what the law provides in this respect, the opinion of the chairman with regard to the realization and content of a decision is not decisive, except for the provisions of article 17 paragraph 3.

3. Further regulations regarding the meetings of and decision-making by the board may be given by domestic regulations.

BOARD RESPONSIBILITIES

REPRESENTATION

Article 11.

1. Subject to the restrictions according to the statutes of the association, the board is charged with the management of the association.

2. If the number of board members has fallen below two (2), the board remains authorized.

In the event that a vacancy arises on the board, the vacancy until the next general meeting will be taken by the person (s) designated for this purpose by the general meeting from year to year.

3. The board is empowered to have parts of its task performed by committees appointed by the board and under the responsibility of the board.

4. Provided with the approval of the general meeting, the board is authorized to conclude agreements, to buy, alienate or encumber registered property, provided that approval is granted by a majority of two-thirds of the valid votes cast in a general meeting in which at least half of the voting members are present or represented.

5. The absence of the approval referred to in paragraph 4 of this article can be appealed against third parties

6. The board also requires the approval of the general meeting for resolutions to:

a. renting, hiring and otherwise using or enjoying and giving registered property;

b. entering into agreements whereby a bank credit is granted to the association;

c. lending money, as well as borrowing money, which does not include the use of a bank credit granted to the association;

d. entering into settlement agreements;

e. taking legal action, including conducting arbitral proceedings, but with the exception of taking precautionary measures that cannot be postponed;

f. the conclusion and / or changes of employment contracts; as well as g. entering into legal acts and making investments that exceed an amount or value of five thousand euros (€ 5,000.00), without prejudice to the above under a. to f. stated.

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

7. The association is represented:

a. by the entire board;

b. by two board members acting jointly.

YEAR REPORT

FINANCES AND ACCOUNTABILITY

Article 12.

1. The association year, which is also the financial year, runs from September 1 to August 31.

2. The board is obliged to keep records of the association's assets in such a way that its rights and obligations can be known at all times.

3. The board issues its annual report at a general meeting, to be held within six months after the end of the association year, unless this term is extended by the general meeting, and submits, submitting a balance sheet and a statement of income and expenses, account and accountability for his management in the past year.

After the term has expired, each member can claim this account and accountability in court from the board.

4. The general meeting annually appoints a committee of at least two persons from among the members, who may not be part of the board.

The committee examines the accounts and justification of the board and reports its findings to the general meeting.

If the examination of the account and report requires special accounting knowledge, the committee may be assisted by an expert.

5. The board is obliged to provide the committee with all the information it desires, to show it the cash register and the assets if desired, and to allow it to inspect the books and documents of the association.

6. The mandate of the committee can be revoked at any time by the general meeting, but only by appointing another committee.

7. Approval by the meeting of the annual report and the accounts and accountability referred to in article 13 does not constitute a discharge of the board. Discharge of the board must be taken by separate resolution.

8. If the approval of the account and accountability is refused by the general meeting, the board will take all those measures it deems necessary in the interest of the association.

9. The board is obliged to keep the documents as referred to in paragraphs 2 and 3 during the legal term.

GENERAL MEETING

Article 13.

1. All powers in the association that are not assigned to the board by law or the articles of association accrue to the general meeting.
2. A general meeting - the annual meeting - is held annually, within six months after the end of the association year. The following topics will be discussed in this meeting:
 - a. the annual report and the accounts and accountability as referred to in article 12 with the report of the committee referred to therein; b. the appointment of the committee referred to in article 12 for the current association year;
 - c. appointment of board members;
 - d. proposals of the board or members, announced in the notice convening the meeting.
3. Other general meetings are held as often as the board deems desirable.
4. Furthermore, at the written request of at least such a number of members as is authorized to cast one-tenth of the votes, the board is obliged to convene a general meeting within a period of no longer than four weeks.
If the request has not been acted upon within fourteen days, the applicants themselves may convene such a meeting by convening in accordance with the provisions of article 14.

ORGANISATION OF GENERAL MEETING

Article 14.

1. The general meetings are convened by the board. The convocation is made in writing to the addresses of the members, according to the register of members referred to in article 3 paragraph 2, without prejudice to what is otherwise stated in this article. The notice period is at least fourteen days, not counting the days of the notice and meeting. If a member agrees, the notice may be convened by means of a legible and reproducible message sent by electronic means to the address made known to him for this purpose.
2. The items to be discussed will be stated in the notice of the meeting, without prejudice to the provisions of Article 18.

ACCES AND VOTING RIGHT

Article 15.

1. The primary members and the secondary members have access to the general meetings.
Except for meetings as referred to in article 5, paragraph 5, suspended members and suspended board members have no access.
2. The meeting decides on the admission of persons other than those referred to in paragraph 1.
3. All members have the right to speak during the general meeting, unless the general meeting decides otherwise.
4. Each primary member who is not suspended has one vote. Secondary members have no vote.
5. A member may cast his vote by another member authorized in writing, on the understanding that a member may act as authorized representative for no more than two members.

CHAIRMANSHIP

MINUTES

Article 16.

1. The general meetings are led by the chairman of the association.

If the chairman is missing, one of the other board members designated by the board will act as chairman.

If the chair is not provided for in this way either, the meeting itself will provide it.

2. Minutes shall be taken of the proceedings at each meeting by the person designated for that purpose, which shall be adopted at the next meeting and, in evidence thereof, shall be signed by the chairman and the minutes secretary.

DECISION PROCESS IN THE GENERAL MEETING

Article 17.

1. Insofar as the articles of association or the law do not provide otherwise, all resolutions are passed by an absolute majority of the votes cast.

2. Blank and invalid votes are considered not to have been cast.

3. The verdict of the chairman about a decision taken by the general meeting is decisive.

4. However, if immediately after the verdict referred to in the third paragraph, the correctness thereof is disputed, a new vote will take place if the majority of the meeting or a person entitled to vote so requires. Or if the original vote was not taken by roll call. As a result of this new vote, the legal consequences of the original vote will lapse.

5. Voting on business takes place orally, votes on persons in writing.

Written vote takes place by unsigned, closed notes. Decision-making by acclamation is possible, unless a person entitled to vote requires a vote by roll call.

6. If in a vote on persons no one has united an absolute majority of the votes cast, a second vote shall be held between the persons who obtained the largest and second largest number of the votes cast, who has united the majority of the votes cast in the second vote shall be elected .

7. If the votes are tied in that second vote, fate will decide. 7. If votes are tied on a proposal, which does not affect the election of persons, the proposal will be deemed to have been rejected.

AMENDMENT OF THE STATUTES

Article 18.

1. Changes in the statutes of the association can only take place if the proposal to that effect is adopted by at least two-thirds of the votes validly cast in a meeting in which at least one second of the voting members is present or represented.

2. A proposal to amend the statutes must be stated on the agenda of the relevant General Members' Meeting. Those who have summoned the general meeting for consideration of such a proposal must, at least five days before the day of the meeting, submit a copy of that proposal, in which the proposed amendment (s) is (are) verbatim. Then to find a suitable place for the members for inspection until the end of the day on which the meeting was held.

3. If the required number of members is not present or represented at a first meeting, a second general meeting will be called within fourteen (14) days, but no earlier than ten days, in which the relevant resolution to amend the articles of association can be adopted by a two-thirds majority valid votes cast, regardless of the number of members present or represented at the meeting.

In this second meeting, votes can only be cast on the proposals to amend the articles of association that were discussed in the first meeting.

4. An amendment to the articles of association does not come into effect until a notarial deed has been drawn up.

After the deed has expired every board member is authorized.

DISSOLUTION AND LIQUIDATION

Article 19.

1. The association can only be dissolved by a decision to that effect taken by the general meeting.

2. The provisions of paragraphs 1, 2 and 3 of the previous article apply mutatis mutandis.

3. In the event of dissolution of the association, with due observance of the provisions of article 23, book 2 of the Dutch Civil Code, a further decision on any surplus balance will be made by the general meeting that took the decision to dissolve.

The allocation of any positive balance should be in accordance with the purpose of the association as much as possible, unless the meeting referred to in this paragraph decides otherwise.

DOMESTIC REGULATIONS

Article 20.

1. The general meeting may lay down further rules in the domestic regulations regarding all subjects.

2. The domestic regulations must not be in conflict with the law, even where it does not contain mandatory law, nor with the statutes.

FINAL PROVISION

Article 21.

The board decides in all cases not provided for by law or these statutes.