

**Dear reader,**

In front of you you have the Articles of Association of Aqua. As this document is translated from Dutch to English, it is not an official document thus not legally valid. No rights can be derived from the document. If you have questions, do not hesitate to contact the board.

Happy reading,

Tessa Haanskorf | *treasurer*

“Riba Awa” 2021

## Amendment

Today, 18 February 2009,

appeared before me, Mr. Jan Smit, notary in Wageningen:

1. Mr. Jonas Writster Papenborg, residing at 6701 BG Wageningen, Walstraat 38, born in Emmen on the twenty second of June nineteen hundred and eighty-eight, legitimizing himself by means of his Dutch Identity Card number IE2224596, unmarried and not a registered partner;
2. Mr. Johannes Paul van Schayck, residing at 6709 PG Wageningen, Marijkeweg 26-B1009, born in Nijmegen on the eight of May nineteen hundred and eighty-seven, legitimizing himself by means of his passport number NF9237186, unmarried and not a registered partner;

acting in their capacity as chairman and fleet commissioner respectively of the Association established in Wageningen (actual address: Bornsesteeg 2, 6708 PE Wageningen): Wageningen Student Sailing Association Aquacadabra, hereinafter also referred to as: "the Association", registered in the trade register managed by the Chamber of Commerce for Central Gelderland under number 40123940 and as such legally representing this Association in this matter by virtue of the aforementioned resolution.

### introduction

The persons appearing, acting as reported, stated:

that the Association was founded on 19 May 1999;

that the Articles of Association are laid down by deed that on 9 March nineteen hundred and eighty-nine past for Mr. L. de la Rambelje, notary in Wageningen at the time;

whereas the Articles of Association have subsequently been partially amended by deed which on 8 and 20 August nineteen hundred and ninety-one is past for the aforementioned former notary De la Rambelje;

that at a meeting held on 5 February two thousand nine by the General Members' Meeting, in accordance with the current Articles of Association, it was decided to amend the Articles of Association in full, whereby the persons who appeared were given power of attorney to affect this by notarial deed.

A document attached to this act shows the notified decision.

Implementing the foregoing, the persons appearing stated that the Articles of the reported Association are amended in full as follows:

### NAME AND SEAT

#### **Article 1.**

The Association bears the name: **Wageningen Student Sailing Association Aqua**, by abbreviation: **WSZV Aqua**, hereinafter referred to as: "Aqua".

The Association was founded on 19 May 1999 and is based in Wageningen.

#### PURPOSE

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

1. The aim of the Association is to practice and promote sailing and to strengthen the association bond by and among its members.
2. It seeks to achieve this by:
  - a. organizing various activities in which sailing is practiced, including sailing days, weekends or weeks, tours, and competitions;
  - b. renting or obtaining sailboats in which members can practice sailing in accordance with the rules laid down in the Rules of Procedure;
  - c. organizing meetings and gatherings, and providing information to members through instructions and lessons;
  - d. working with other associations, organizations and individuals who have a conducive influence on Aqua;
  - e. other lawful means which may be conducive to the purpose.

#### DURATION AND ASSOCIATION YEAR

##### **Article 3.**

1. The Association has been entered into for an indefinite period of time.
2. The association year, like the financial year, runs from 1 January to 31 December of the same year.

#### MEMBERSHIP

##### **Article 4.**

1. The Association has members and reunionists.
2. Members are those who are admitted as such in accordance with the provisions of Article 5 and who hold a sports card issued by the University Sports Centre De Bongerd of Wageningen University.
3. Reunionists are former members of Aqua who still want to be involved with Aqua. Reunionists can meet at least once a year at an activity organized by the Aqua Board or Aqua members.
4. The Board keeps a register in which the names, dates of birth, addresses, e-mail addresses and telephone numbers of all members and former members, including reunionists, are listed. In addition, the bank or giro account numbers of the members and reunionists are kept in this register. Finally, all data of members are provided with the information necessary to verify sports rights.

##### **Article 5.**

1. As a member one can be admitted after a membership form has been submitted to the Secretary. The Board decides on admission. If the Board decides not to admit the candidate, the Secretary shall immediately notify the candidate stating the reason(s). If a candidate is not admitted in the first instance, he/she can call on the General Members' Meeting within fourteen days of receipt of the notification. The appeal must be submitted in writing to the Secretary. If the person is not admitted by the Board, the General Members' Meeting may still decide to admit it at the next General Members' Meeting, provided that this admission is in accordance with the Articles of Association and the Rules of Procedure.
2. Membership is personal and non-transferable.

**Article 6.**

The Board is authorized to suspend a member or reunionist for a period of up to three months in case the member or the reunionist acts contrary to his membership obligations or in the event of acts and/or conduct that significantly harm the interest of the Association.

During the period during which the member or reunionist has been suspended, the rights attached to the membership may not be exercised. However, he/she can call on the General Members' Meeting within fourteen days of receipt of the notification. The appeal must be submitted in writing to the Secretary.

**Article 7.**

1. Membership ends by:
  - a. death of the member;
  - b. termination by the member;
  - c. termination on behalf of the Association;
  - d. consternation.
2. Termination of membership by the member is done by written notification or notification by e-mail to the Secretary stating the reason(s). The Secretary is obliged to confirm receipt thereof in writing or by e-mail within eight days.
3. Termination of membership on behalf of the Association may be affected by the Board, subject to a notice period of at least four weeks, if, after being repeatedly admonished for this purpose, the member has not fully fulfilled his financial obligations towards the Association after three months, and if the member has ceased to comply with the requirements that could be set by the Articles of Association for membership at any time. The termination by the Board may result in immediate termination of membership, if reasonably of the Association cannot be required to continue membership. The cancellation is always made in writing or by e-mail stating the reason(s).
4. Disqualification from membership can only be pronounced if the member acts in violation of the Articles of Association and/or regulations, and/or unreasonably disadvantages the Association. The disqualification shall be made by the Board, which shall inform the member concerned of the decision as soon as possible, stating the reason(s).
5. If the membership ends in the course of the association year, regardless of the reason or cause, the contribution for that association year remains due by the member, unless the Board decides otherwise. If a member

wishes to cancel membership with Aqua, this must be done before 1 December prior to the new financial year. If this cancellation takes place on 1 December or thereafter, the person shall be a member again for the following financial year.

6. A member cannot, by cancelling his/her membership, evade commitments of a monetary nature towards the Association.

#### RIGHTS AND OBLIGATIONS

##### **Article 8.**

1. Members have the right to use the facilities and properties of the Association to be designated by the Board, provided that this is permitted by the Law, the Articles of Association, and the Rules of Procedure.
2. The members are obliged to pay an annual contribution, the amount of which will be determined by the General Members' Meeting.
3. The Board determines how and on what date the financial obligations must be met at the latest.
4. Persons whose membership has commenced or ended or persons who have been suspended shall owe the contribution for the whole for the year in which the commencement, end or suspension took place, unless the Board decides otherwise.
5. The (other) rights and obligations of the members are laid down in the Rules of Procedure.

#### CASH

##### **Article 9.**

The funds of the Association consist of the contributions of the members, contributions from reunionists, any acquisitions as a result of inheritances, bequests and donations, subsidies, sponsorship money, prize money and any other benefits.

#### BOARD

##### **Article 10.**

1. The Board consists of at least three people. The number of board members is determined by the General Members' Meeting. If the number of board members has fallen below three, the Board remains competent to deal with current cases. However, the Board is then obliged to find persons for the vacant positions as soon as possible and to organize a General Members' Meeting to install these persons.
2. Board members are elected and appointed by the General Members' Meeting from a list of candidates set by the Board and/or members. Only members are eligible to be Board members.  
The Board appoints from among its number a Chairman, a Secretary, and a Treasurer, who form the Executive Board. If there are enough people available, the Board also appoints persons from among its members for other board positions.  
The method of election, resignation and/or replacement of directors is further regulated in the Rules of Procedure.
3. The General Members' Meeting may suspend or dismiss a board member if it has sufficient motives for doing so. A decision to do so requires a majority of at least two thirds of the votes validly cast. A suspension which is not followed within three months by a decision to dismiss shall automatically end with the expiry of that period.
4. Each director shall resign no later than five quarters after his appointment. The resigning is immediately re-electable.

### **Article 11.**

1. The Board is responsible for managing the Association. All directors are authorized to represent the Association.
2. The Board, subject to the approval of the General Members' Meeting, is authorized to decide to enter into agreements to purchase, dispose of or object to registered goods. The absence of such approval may be relied upon by and against third parties.
3. The Board is authorized to conclude agreements whereby the Association commits itself as a guarantor or joint and several debtors, makes a strong case for a third party or commits itself to guaranteeing a debt of another.
4. The Board is not authorized to accept estates unless this is done under the privilege of estate description.
5. By Rules of Procedure, clearly defined decisions of the Board – other than those referred to in paragraph 2 – may be laid down that are subject to the approval of the General Members' Meeting. The absence of such approval cannot be relied upon against and by third parties.
6. The Board meets as often as the Chairman or two board members judge necessary. The Board can only take legally valid decisions if at least half of the number of board members in office are present. Each board member is authorized to be represented by a co-board member authorized in writing, on the understanding that a board member may represent a maximum of another board member.

### **GENERAL MEMBERS' MEETING**

#### **Article 12.**

1. A General Members' Meeting (annual meeting) shall be held within four months of the end of each financial year. The agenda of the annual meeting shall include at least the following topics:
  - a. minutes of the previous General Members' Meeting;
  - b. annual report by the Board of Directors for the previous financial year;
  - c. financial settlement for the previous financial year;
  - d. accountability by the Board of Directors for the policy as implemented in the previous financial year;
  - e. adoption of the budget;
  - f. plans for the new board year;
  - g. establishing membership fees for members and reunionists;
  - h. gift ceremony to active members;
  - i. discharge, election, and installation of directors.
2. The General Members' Meeting appoints a cash control committee of at least two members, who are not part of the Board, annually, but no later than thirty days before the annual meeting, to examine the account and justification for the last financial year that has elapsed to the Board.
3. Approval by the General Members' Meeting of the annual report and the settlement is the discharge of the Board.

#### **Article 13.**

1. The General Members' Meetings are convened by the Board with due observance of a period of fourteen days. The convening shall be affected

by a written or electronic communication to be sent to all members or by means of a notice in the association body.

2. In addition to the annual meeting referred to in Article 12, General Members' Meetings will be held as often as the Chairman or the Board deems appropriate. A General Members' Meeting may also be convened as often as is deemed desirable by at least one tenth of the number of members, if requested in writing or by e-mail stating the topics to be dealt with.
3. Upon receipt of a request as referred to in paragraph 2 of this article, the Board is obliged to convene a General Members' Meeting within a period of not more than four weeks. If the request for convening is not acted upon within fourteen days after it has been received by the Board, the applicants themselves will be able to convene that meeting in the manner in which the Board convenes the General Members' Meeting.

**Article 14.**

1. For the purposes of this Article, voting shall mean valid votes cast, so that abstention shall not be eligible.
2. All members have access to the General Members' Meeting. Every member has a voice there. Each member shall be entitled to have his/her vote cast by another member authorized in writing, on the understanding that a member may represent another member up to one.
3. A unanimous decision of all members, even if they are not present in a meeting, has the same force as a decision of the General Members' Meeting, provided that they have been taken with the prior knowledge of the Board. Such a decision shall be recorded by the Secretary in the minutes book; in addition, it will be reported at the next General Members' Meeting.
4. Votes on cases shall be taken orally on persons in writing. It is possible to adopt proposals by acclamation, provided that this is done on a proposal from the Chairman.
5. All proposals relating to matters shall be decided by an absolute majority of the votes cast, provided that the Articles of Association do not provide otherwise. An absolute majority means the first integer above half of the number of votes validly cast. In the event of a tie or not obtaining an absolute majority, the voting procedure shall be repeated, with the possibility of blank votes being eliminated. If the votes cease again, the Board will issue a new General Members' Meeting, which will take place within four weeks and on which the vote will take place again. By voting on persons, he/she was elected, who united the absolute majority of the votes cast. If no one has obtained that majority, a second vote shall be held in which the person(s) who have obtained the least number of votes will no longer participate, unless this would mean that fewer than two people remain.  
If no one has yet obtained an absolute majority of the votes validly cast, this procedure shall be repeated until a person has an absolute majority of the votes validly cast, or until:
  - a. stopping the votes. In that case, the voting procedure shall be repeated, with the possibility of blank votes being eliminated. If again the votes are stopped, the Board will issue a new General Members' Meeting, which will take place within four weeks and on which the

vote will take place again.

- b. the exact same voting results are achieved in two consecutive votes. In that case, the voting procedure shall be repeated, with the possibility of blank votes being cancelled. If the exact same voting results are achieved again in two consecutive votes, the Board will issue a new General Members' Meeting, which will take place within four weeks and on which the vote will take place again.

**Article 15.**

1. The Chairman of the Association leads the General Members' Meeting. In the absence or absence of the Board, the Board will appoint the Chairman of the meeting.
2. Minutes of the traded at the General Members' Meeting shall be kept by the Secretary or by a member of the Association designated by the Chairman.

**AMENDMENT OF THE ARTICLES OF ASSOCIATION AND DISSOLUTION**

**Article 16.**

1. Amendment of the Articles of Association or dissolution of the Association can only take place after a decision of the General Members' Meeting, which is called upon with the announcement that it will propose amendment of the Articles of Association or dissolution of the Association. The time limit for the summons must be at least 14 days.
2. Those who have made the summons to the General Members' Meeting to consider a proposal for an amendment to the Articles of Association must send a copy of the proposal, in which the proposed amendment(s) are verbatim included, to all members at least five days before the day of the meeting.
3. Amendments to the Articles of Association or dissolution of the Association may only be decided by a General Members' Meeting with at least a two-thirds majority of the number of validly cast votes, as referred to in Article 14 paragraph 1.  
Each director is authorized to sign the notarial deed required for the amendment of the articles of association.
4. If no liquidators have been designated in this regard by a decision to dissolve, the liquidation shall be affected by the Board.
5. Any surplus will be used for, by determining the General Members' Meeting, for such purposes as most correspond to the purpose of the Association.

**RULES OF PROCEDURE**

**Article 17.**

1. The General Members' Meeting may lay down in the Rules of Procedure detailed rules on subjects, the rules of which it desired.
2. The Rules of Procedure may not contain provisions that deviate from or that are contrary to the provisions of the Act or of the Articles of Association.

OF which ACT is past in Wageningen on the date mentioned in the head of this deed.

The people who have appeared are known to me, notary. The business content of the deed has been specified and explained to the persons who have appeared. The persons appearing have stated that they do not appreciate reading the deed in full, having received a draft deed in good time before the judgment, having taken note of the contents of the deed and



have been informed of the consequences for the parties resulting from the deed.

This deed has been read out in limited order and signed immediately afterwards, first by the persons who appeared and then by me, notary.