

Articles of Association of the Eindhoven Student Squash Rackets

Association

E.S.S.R.V. Quatsh

Extremely Non-legally binding version



Notarial Introduction

Today, the seventeenth of July nineteen hundred eighty-seven, appeared before me, Carolus Gerhardus Hermannus Bodewes, notary residing in the municipality of Emmen:

- I. Mr. **GERARDUS MARINUS VAN OS**, student, residing in Eindhoven, Wijngaardplein 20, born on the nineteenth of April nineteen hundred sixty-seven;
- II. Mr. **JELLE TADEMA**, notary clerk, residing in Emmen, according to his declaration acting herein solely in his capacity as authorized representative of:
 1. Mr. **ROBERT DE GRAAF**, student, residing in Eindhoven, Wijngaardplein 20, born on the twelfth of May nineteen hundred sixty-seven;
 2. Mr. **FRANCISCUS JOZEF MARIE NEVELS**, student, residing in Eindhoven, Edisonstraat 163, born on the twenty-seventh of July nineteen hundred sixty-seven;
 3. Mr. **PAULUS THEODORUS JOHANNES BURGERS**, student, residing in Eindhoven, Edisonstraat 163, born on the thirteenth of July nineteen hundred sixty-six;
 4. Miss **MARIA MARGARETA VAN SLOTEN**, systems analyst, residing in Eindhoven, Offenbachlaan 444, born on the eleventh of October nineteen hundred sixty-one and unmarried.

Evidence of these authorizations is provided by four private deeds of authorization, which were recognized as genuine by the proxy-holder in my presence, notary, and signed by both of us for verification, and shall be attached to this deed.

The appearers declared that the appearer under I together with the principals of appearer under II constitute the full board of the association established in Eindhoven: “**E.S.S.R.V. Quatsh**” (Eindhoven Studenten Squash Rackets Vereniging Quatsh) — hereinafter referred to as: *the association* — and are therefore authorized to validly represent the association herein.

The appearers further declared, in order to obtain full legal capacity for the association, to lay down its statutes in this deed, as was decided by the general assembly of the association held on the eleventh of May nineteen hundred eighty-seven, and which statutes read as follows.

Article 1 — Name

The association bears the name: **E.S.S.R.V. Quatsh** (Eindhoven Studenten Squash Rackets Vereniging Quatsh).

Article 2 — Seat

Its registered seat is in Eindhoven.

Article 3 — Objective

1. The association aims to practice and promote the sport of squash.
2. The practice and promotion of professional sport is excluded from its objectives.
3. **The association has the secondary objective of enhancing social cohesion.**
4. The association seeks to achieve these aims, among other things, by:
 - a. providing training for members;
 - b. organizing matches and **other squash events;**
 - c. **acquiring membership of the squash federation;**
 - d. participating in **competitions and other matches organized or approved by the squash federation;**
 - e. **organizing events in the field of squash sport;**
 - f. **organizing events to foster the social atmosphere among students.**

Article 4 — Duration

1. The association is established for an indefinite period of time.
2. The association year runs from ~~October to October~~ **September to September.**

Article 5 — Members

1. Members of the association are ~~those who are in possession of a valid sports card issued by the Eindhoven sports section~~ **who, according to the specifications in the internal regulations, are eligible for membership of the association,** and who are admitted as members by the board upon request.
2. ~~Those who practice this sport as a profession cannot be members.~~
3. The board keeps a register containing the names and addresses **contact details** of all members.
4. Membership fees must be paid within three months of registration as a member, unless decided otherwise by the board.
5. ~~Members participating in competitions are obliged to pay federation contributions per calendar year.~~

Article 6 — Patrons **Donors**

1. ~~Patrons~~ **Donors** are those who declare themselves willing to financially support the association with a minimum contribution determined by the board.

2. ~~Patrons~~ **Donors** have no other rights and obligations than those granted or imposed upon them by or pursuant to the statutes.

Article 7 — Admission

1. The board decides on the admission of members and ~~patrons~~ **donors**.
2. In case of non-admission as a member or **donor**, the general assembly may still decide on admission.

Article 8 — Suspension

1. A board member has the right to provisionally suspend a member and shall immediately notify the member, and the rest of the board, in writing. This initial notice shall contain at least the fact that a suspension has been imposed and that the board will decide on it within seven days.
2. The board shall decide within seven days whether the suspension becomes final and shall notify the member in writing and in full of this decision. This notification shall contain at least:
 - (a) the reason for the suspension;
 - (b) the duration or end date of the suspension;
 - (c) the right to appeal to the general assembly and the corresponding deadlines.
3. If the board does not decide within seven days or if the member does not receive this complete notification in time, the suspension automatically ends.
4. During suspension, the member loses all rights described in these statutes, except the right to speak and to vote regarding their own suspension at the next general assembly or one convened specifically for this purpose.
5. During suspension, all duties described in these statutes remain in effect.
6. The suspended member may appeal in writing to the general assembly within one month after receiving the complete notification. This assembly shall make a final decision.
7. A board member may only be suspended by the general assembly.

Article 9 — Termination of Membership

1. Membership ends:
 - a. upon the death of the member;
 - b. by resignation of the member;
 - c. by termination by the board on behalf of the association. This may occur when a member no longer meets the requirements for membership set out in the statutes, when he **the member** does not fulfill their obligations towards the association, or when it cannot reasonably be required of the association to continue the membership;
 - d. by expulsion (discharge). This may only be imposed when a member acts contrary to the statutes, regulations, or resolutions of the association, or unreasonably harms the association.
2. Termination of membership by the member or by the association can only take place at the end of an association year and with four weeks' notice. However, membership may be terminated immediately if it cannot reasonably be required of the association or of the member to continue the membership.
3. Termination on behalf of the association shall be effected by the board.

4. From the decision to terminate membership pursuant to paragraph 1d or 2, the person concerned has the right to appeal within one month after receiving notification of the decision to the general assembly. He **The member** shall be informed thereof in writing as soon as possible with reasons given. During the appeal period and pending the appeal, the member is suspended.
5. When membership ends during the course of an association year, the annual contribution remains due in full.

Article 10 — Termination of Rights and Obligations of Patrons Donors

1. The rights and obligations of a ~~patron~~ **donor** may be terminated at any time mutually by resignation, provided that the annual contribution for the current association year remains due in full.
2. Termination on behalf of the association shall be effected by the board.

Article 11 — Other Rights of Patrons

~~In addition to the other rights granted to patrons by or under these statutes, they have the right to attend matches, training sessions, and other events organized by the association.~~

Article 12 — Annual Contribution

1. Members and patrons are obliged to pay an annual contribution, which shall be determined by the board.
2. The board is authorized, in special cases, to grant full or partial exemption from the obligation to pay a contribution.
3. Members who ~~register in January of the association year~~ **register for half a year** are entitled to a discount arrangement by decision of the board.

Article 13 — Board

1. The board shall consist of at least three and at most five persons, appointed by the general assembly. The appointment of board members shall be made from among the members.
2. Appointment of board members takes place from one or more binding nominations, subject to paragraph 3. Such a nomination may be made by the board or by three members. The nomination by the board shall be communicated in the notice convening the meeting. A nomination by three or more members must be submitted in writing to the board before the start of the meeting.
3. The binding nature of any nomination may be revoked by a resolution of the general assembly adopted by at least two-thirds of the votes cast, taken in a meeting where at least one quarter of the members are represented.
4. If no nomination has been made, or if the general assembly decides in accordance with the preceding paragraph to remove the binding nature of the nomination(s), then the general assembly is free in its choice.
5. If there is more than one binding nomination, appointment shall be made from among those nominations.

6. If a board member has a conflict of interest, that board member may not be present during (the part of) the board meeting where it is discussed. The board member also has no voting rights on this matter.

Article 14 — End of Board Membership, Periodic Membership, and Suspension

1. Any board member, even if he the board member has been appointed for a fixed term, may at any time be dismissed or suspended by the general assembly. A suspension not followed within three months by a decision to dismiss ends with the expiry of that period.
2. Each board member shall retire no later than two years after their appointment, in accordance with a retirement schedule drawn up by the board. Retiring members are eligible for reappointment. Anyone appointed in an interim vacancy shall take the place of their predecessor on the schedule.
3. Board membership also ends:
 - a. in respect of a board member appointed from among the members: upon termination of membership of the association;
 - b. by resignation.

Article 15 — General Assembly

1. Within six months after the end of each financial year, a general assembly shall be held. The board shall present its annual report at this meeting and, with submission of the necessary documents, give account of its management during the past financial year.
2. The general assembly shall annually, but no later than thirty days before the annual meeting, appoint a committee of at least two members, who may not be part of the board, to examine the accounts and accountability for the current or most recent financial year. The committee shall report its findings at the annual meeting.
3. The board is obliged to provide this committee with all the information it desires information the committee considers relevant to perform its task.
4. Approval by the general assembly of the annual report and the accounts and accountability shall discharge the board.
5. In the event of rejection, the general assembly shall appoint a new committee, which shall report its findings within one month. If approval is again refused, the general assembly shall take all measures it deems necessary in the interest of the association.

Article 16 — Convocation

1. The general assemblies are convened by the board, observing a notice period of eight days. Convocation shall take place by written communication sent to all members.
2. In addition to the annual meeting referred to in Article 14, general meetings shall be held whenever the board deems desirable, as well as whenever requested in writing, stating the subjects to be discussed, by at least as many members as are entitled to cast one tenth of the votes in the general assembly, provided all members are present or represented.
3. Upon receipt of such a request as referred to in paragraph 2, the board is obliged to convene a general meeting within a period of no more than four weeks. If the request for convocation is not complied with within fourteen days of receipt by the board, the applicants themselves may proceed to convene such a meeting in the same manner as the board.

Article 17 — Voting Rights and Resolutions

1. All members have access to the general assembly and each has one vote. Each member is authorized to cast their vote through a written proxy to another member.
2. A unanimous decision of all members, even if not taken at a meeting, has, provided it was taken with the prior knowledge of the board, the same force as a resolution of the general assembly. Such a decision shall be recorded by the secretary in ~~the minute book~~ **the minutes**, and shall be reported at the next general assembly.
3. Voting on matters shall be oral, on persons in writing. Approval of proposals by acclamation is possible if proposed by the chair.
4. All proposals concerning matters shall be decided by an absolute majority of the votes cast, unless the statutes provide otherwise. In the event of a tie, the proposal is deemed rejected. In voting on persons, ~~he~~ **the member** is elected who has obtained the absolute majority of the votes cast. If no one has obtained such a majority, a second vote shall be held between the persons who obtained the highest number of votes, and ~~he~~ **the member** is elected who obtains the majority of votes cast in the second round. If the votes tie again in this second round, the decision shall be made by lot. In this article, “votes” means valid votes cast, thus excluding blank and invalid votes.
5. A judgment pronounced by the chair during the meeting that a resolution has been adopted is decisive. If the correctness of this judgment is contested immediately after its pronouncement, a new vote shall be taken if the majority of the meeting or, if the original vote was not taken by roll call or in writing, a voting member present so requires.

Article 18

1. The chair of the board presides over the meetings. In their absence, another board member shall preside.
2. Minutes of the matters handled at the general meeting shall be taken by the secretary or by a member of the association appointed by the chair.

Article 19 — Amendment of the Statutes

1. An amendment of the statutes can only take place following a resolution of the general assembly, to which notice was given stating that a change to the statutes will be proposed. The period of notice for convening such a meeting shall be at least fourteen days.
2. Those who requested the convocation of the general assembly for consideration of a proposal to amend the statutes must place a copy of that proposal, in which the amendment(s) are set out verbatim, in a suitable place for inspection by the members at least five days before the day of the meeting and keep it available until after the day on which the meeting is held.
3. An amendment to the statutes may only be adopted by a general assembly at which at least two thirds of the total number of members of the association are present or represented, by a majority of at least two thirds of the number of votes cast.
4. **In the absence of the quorum, irrespective of the number of members present or represented at the meeting, a decision to amend the statutes may be taken at a subsequent meeting held at least eight days but no later than thirty days after the first meeting, by a majority of two thirds of the number of votes cast. This amendment of the statutes in the absence of the quorum must be requested in writing by at least one third of the members of the association.**

Article 20

The provision of Article 18 shall not apply if all members are present or represented at the general assembly and the resolution to amend the statutes is adopted unanimously.

Article 21

1. The amendment of the statutes shall not take effect until a notarial deed thereof has been drawn up.
2. The directors are obliged to file an authentic copy of the amendment and the amended statutes at the office of the Chamber of Commerce and ~~Factories~~ within whose district the association has its registered seat.

Article 22

A provision of these statutes which limits the power to amend one or more other provisions may only be amended with observance of an equal limitation.

Article 23 — Dissolution and Liquidation

1. Subject to the provisions of Article 50 of Book 2 of the Civil Code, the association shall be dissolved by a resolution to that effect of the general assembly, adopted by at least two thirds of the number of valid votes cast at a meeting at which at least three quarters of the members are present or represented.
2. In the absence of the quorum, irrespective of the number of members present or represented at the meeting, a resolution to dissolve may be adopted at a subsequent meeting held at least eight days but no later than thirty days after the first meeting, by a majority of two thirds of the number of votes cast.
3. The convocation to the meetings referred to in paragraphs 1 and 2 of this Article shall propose the dissolution of the association. The notice period for convening such meetings shall be at least fourteen days.
4. If no liquidators are appointed in the resolution to dissolve, the liquidation shall be effected by the board.
5. Any surplus assets shall be applied to such purposes as the general assembly shall determine, which shall most closely correspond to the object of the association.
6. After dissolution, the association shall continue to exist insofar as this is necessary for the liquidation of its assets. During the liquidation, the provisions of the statutes and regulations shall remain in force insofar as possible. In documents and announcements issued by the association, the words “in liquidation” must be added to its name.

Article 24 — Internal Regulations

1. The general assembly may, by means of the internal regulations, lay down further rules regarding membership, introduction, the amount of subscriptions and entrance fees, the duties of the board, the meetings, the manner of exercising the right to vote, the management and use of the association’s premises and all other subjects which it deems desirable to regulate.

2. Amendments to the internal regulations may be made by resolution of the general assembly if so requested in writing by at least one third of the members of the association.
 3. The internal regulations shall not contain provisions that deviate from or conflict with the provisions of law or the statutes, unless such deviation is permitted by law or the statutes.
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Note: The consent of the parents (legal representatives) of the appearers sub II.1 through II.2 for the entry by their minor children into the above-mentioned legal act is evidenced by three written declarations, all of which shall be attached to this deed. The appearers are known to me, notary. This deed was executed in original in Emmen on the date mentioned at the head of this deed. After a concise explanation of the contents of this deed to the persons appearing, they unanimously declared that they had become acquainted with its contents and waived a full reading, after which this deed — after limited reading — was signed by the appearers and me, notary. (Signed) G.M. Van Os, J. Tadema, C. Bodewes.