

Statutes

“The Dutch version of the Statutes are binding, the English translation only serves as a translation and is not binding.”

Today, the eighteenth of December, nineteen hundred eighty-five (18-12-1985), appeared for me, CORNELIS DUCO KNIEPSTRA, public-law notary located in Eindhoven:

1. RODERIK ANTONIUS CHRISTIAAN VAN DISSELDORP, student, living at [CENSORED], according to his statement, born in [CENSORED] on the [CENSORED].
2. GERARDUS ANTHONIUS POOS, student, Living at [CENSORED], according to his statement, born in [CENSORED] on the [CENSORED].

The persons appearing have declared that they will set up an association with the following articles:

NAME

Article 1:

The association bears the name: Doppio.

REGISTERED OFFICE

Article 2:

It's registered office is in Eindhoven.

PURPOSE

Article 3

1. The purpose of the association is to practice and promote drama in Eindhoven's student society.
2. The association tries to achieve this goal by, among other things:
 - a. giving the opportunity to receive drama-play instructions;
 - b. organise theater performances;
 - c. managing other legal provisions;
 - d. to provide and maintain the necessary accommodation.

MEMBERS

Article 4

1. Members of the association can be those who are registered or work at Higher Professional Education or Academic Education in Eindhoven. In special cases, the board may also admit other persons as members.
2. The board keeps a register in which the names and addresses of all members are included.

DONORS AND HONORARY MEMBERS

Article 5

1. Donors are those who have declared themselves willingly to support the association financially with a minimum amount of contribution which is determined in the GMM (general members meeting).
2. Honorary members are those who have been appointed as such by the general meeting.
3. Donors and honorary members have no rights and obligations other than those granted and imposed on them by the statutes.

END OF MEMBERSHIP

Article 6

1. The membership will end:
 - a. by the death of the member;
 - b. by cancellation of the member;
 - c. by cancellation on behalf of the association. This can take place when a member has ceased to meet the membership requirements set out in the statutes, when he fails to fulfill his obligations towards the association, and when the association cannot reasonably be required to continue the membership;
 - d. by interdiction, this can only be pronounced when a member acts contrary to the statutes, regulations or decisions of the association, or unfairly prejudices the association.
1. Cancellation on behalf of the association is done by the board.
2. Cancellation of membership by the member or by the association can only take place at the end of an association year and with due observance of a notice period of four weeks. However, membership can be terminated immediately if the association or the member cannot reasonably be required to allow the membership to continue.
3. A termination contrary to the provisions of the previous paragraph, will terminate the membership at the earliest permitted time following the date on which notice was given.
4. A member will not be authorized to exclude a decision in which the obligations of the member of a financial nature are aggravated towards him by cancelling his membership.
5. Cancellation of the membership is done by the board.
6. A decision to cancel the membership of the association on the grounds that the association cannot reasonably be expected to continue the membership and a

decision to denounce membership, shall inform the person concerned within one month of receipt of the notification of the decision to appeal to the general members meeting. He will be notified of the decision by letter as soon as reasonably possible, stating the reasons. The member is suspended during the appeal period and pending the appeal.

7. If the membership ends in the course of an association year, the annual contribution for the whole remains due.

END OF THE RIGHTS AND OBLIGATIONS OF DONORS AND HONORARY MEMBERS

Article 8

1. The rights and obligations of a donor and of an honorary member, may at any time be mutually terminated by cancellation, except that for the donors the annual contribution for the current association year remains due.
2. Cancellation on behalf of the association is done by the board.

ANNUAL CONTRIBUTION

Article 9

1. The members and the donors are obliged to pay an annual contribution, which will be determined by the general members meeting. To this end, they can be classified into categories for different amounts of contribution.
2. In special cases, the board is authorised to grant a total or partial dispensation from the obligation to pay a contribution.

RIGHTS DONORS AND HONORARY MEMBERS

Article 10

In the case of the other rights granted to donors and honorary members by or pursuant to these statutes, they have the right to attend the events organised by the association.

ADMINISTRATION

Article 11

1. The board consists of at least 3 persons, who are appointed by the general meeting. The members shall be appointed, subject to paragraph 2.
2. The general meeting may decide that one member of the board is appointed outside the members.
3. The appointment of board members shall be made of one or more binding nominations, subject to the provisions of paragraph 4. Both the board and five members are authorised to draw up such a nomination. The nomination of the Board shall be communicated at the time of the call for the meeting. A nomination by five or more members must be submitted in writing to the board three days before the start of the meeting.

4. Each nomination can be removed from the binding character by a resolution of the general meeting taken with at least two-thirds of the votes cast, taken at a meeting in which at least two-thirds of the members are represented.
5. If no nomination has been drawn up, or the general meeting decides in accordance with the previous paragraph to remove the binding character of the nominations made, the general meeting is free to choose.
6. If there is more than one binding nomination, the appointment shall be made from those nominations.

END OF BOARD MEMBERSHIP – PERIODIC BOARD MEMBERSHIP – SUSPENSION

Article 12

1. Any board member, even if he has been appointed for a certain period of time, may be dismissed or suspended at any time by the general meeting. A suspension that is not followed within three months by a decision to dismiss ends with the expiry of that period.
2. Each board member will resign not later than one year after his appointment, in accordance with a resignation schedule to be made by the board. The resigner is eligible for re-election; whoever is appointed to an interim vacancy takes the place of his predecessor on the roster.
3. The board membership also ends:
 - a. with regard to a board member appointed from among the members: by the cancellation of the membership of the association;
 - b. by thanking.

BOARD POSITIONS – DECISION-MAKING OF THE BOARD

Article 13

1. The board appoints a chairman, a secretary and a treasurer. It can appoint a replacement from each of them. A board member can hold more than one position.
2. Minutes of the trades at each meeting were drawn up by the secretary, which shall be recorded and signed by the chairman and the secretary. Contrary to what the law provides in this regard, the opinion of the president regarding the conclusion and content of a decision is not decisive.
3. In case of internal regulations, further rules concerning the meetings and decision-making can be given by the board.

MANAGEMENT TASK – REPRESENTATION

Article 14

1. Subject to the restrictions according to the articles of association, the board is charged with the management of the association.
2. If the number of board members has fallen below three, the board remains competent. However, it is mandatory to convene a general meeting as soon as possible in which the provision for the position or positions is discussed.

3. The Board is empowered under its responsibility to have certain parts of its task carried out by committees appointed by the Board.
4. Subject to the approval of the general meeting, the court is empowered to conclude agreements to purchase, dispose of or encumber registered goods, to conclude agreements whereby the association undertakes as guarantor or joint and several liability and the party jointly and severally, makes a case for a third party or undertakes to provide security for a debt of a third party. The absence of such approval may be invoked by and against third parties.
5. The Board also needs the approval of the general meeting for decisions to:
 - i. entering into legal acts and making investments exceeds an amount or value of one thousand gulden (f. 1000,--), without prejudice to the following under ii provisions;
 - ii.
 - a. renting, leasing and otherwise acquiring and giving in use or enjoyment of immovable property;
 - b. entering into agreements whereby a bank loan is granted to the association;
 - c. the lending of funds, as well as the borrowing of funds, which does not include the use of a bank loan granted to the association;
 - d. entering into settlements;
 - e. legal action, including the conduct of labour proceedings, but with the exception of the taking of precautionary measures and the taking of such legal measures, which cannot be postponed;
 - f. the conclusion and amendment of employment contracts.The absence of such approval cannot be invoked either or against third parties.
6. Without prejudice to the provisions of the last sentence of paragraph 4, the association shall be represented in and out of court:
 - a. either by the board;
 - b. either by the chairman;
 - c. or by two other board members.

ANNUAL REPORT – ACCOUNT AND ACCOUNTABILITY

Article 15

1. The association year runs from the first of September to the thirty-first of August.
2. The board is obliged to keep records of the financial situation of the association in such a way that its rights and obligations can be known from them at all times.
3. At a general meeting within three months of the end of the association year, unless this period is extended by the general meeting, the board will publish its annual financial report of the past year, together with a balance sheet and a statement of income and expenses. After the expiry of the period, each member may claim this account and accountability from the board in court.

4. The general meeting appoints annually from the members and committee of at least two persons, who may not be part of the board. The committee examines the accounts of the board and reports its findings to the general meeting.
5. If the examination of the account and the justification requires special accounting knowledge, the committee of inquiry may be assisted by an expert. The board is obliged to provide the Committee with all the information it has requested, to show it the cash and the values if desired and to give it access to the books and documents of the association.
6. The mandate of the committee may be revoked at any time by the general meeting, but only by the appointment of another committee.
7. The board is obliged to keep the documents referred to in paragraphs 2 and 3 for five years.

GENERAL MEETING

Article 16

1. The general meeting is subject to all the powers in the association, which are not assigned to the board by law or by the articles of the association.
2. Every year, not later than six months after the end of the association year, a general meeting – the annual meeting – will be held. The annual meeting will include:
 - a. the annual report and the statement of account referred to in Article 15 with the report of the committee referred to there;
 - b. the appointment of the committee referred to in Article 15 for the following association year;
 - c. provision for any vacancies;
 - d. proposals from the board or members, announced at the convocation for the meeting.
3. Other general meetings are held as often as the board does appropriate.
4. Furthermore, at the written request of at least such a number of members as is authorised to cast one/tenth of the votes, the board is obliged to convene a general meeting on a period of no longer than four weeks. If the application is not granted within fourteen days, the applicants themselves may convene such a meeting by summoning it in accordance with Article 20 or by advertisement in at least one widely read newspaper at the place where the association is established.

ACCESS AND VOTING RIGHTS

Article 17

1. All members of the association, the board member who is not a member of the association, all donors and all honorary members have access to the general meeting. Do not have access to suspended members and suspended board members.
2. The general meeting shall decide on the admission of persons other than those referred to in paragraph 1.
3. Each member of the association who is not suspended, as well as with a board member who is not a member of the association, has one vote.

4. A member may vote by another member empowered in writing for that purpose.

CHAIRMANSHIP - MINUTES

Article 18

1. The general meetings are led by the chairman of the association or his deputy. In the absence of the chairman and his deputy, one of the other board members shall act as chairman of the board. If, in this way too, the chairmanship is not provided for, the assembly itself will provide for this.
2. Minutes of what is traded at each meeting shall be drawn up by the secretary or any other person designated by the chairman there, which shall be determined and signed by the chairman and the note taker. Those who convene the meeting may have a notarial report drawn up of the traded item. The contents of the minutes or of the official journal shall be brought to the knowledge of the members.

DECISION MAKING OF THE GENERAL MEETING

Article 19

1. The chairman's opinion pronounced at the general meeting that a resolution has been passed by the meeting is decisive. The same applies to the content of a decision taken in so far as a vote has been taken on a proposal that has not been recorded in writing.
2. However, if, immediately after the judgment referred to in the first paragraph has been delivered, the correctness of the opinion referred to in the first paragraph is disputed, a new vote shall take place if the majority of the sitting or, if the original vote was not taken by roll call or in plenary, if the holder of the vote so requires. As a result of this new vote, the legal effects of the original vote will lapse.
3. Unless the articles of association or the law provide otherwise, all decisions of the general meeting are taken by an absolute majority of the votes cast.
4. Blank votes are considered not to have been cast.
5. If no one has obtained an absolute majority in an election of persons, a second ballot, or in the case of a binding nomination, a second ballot between the nominees will be held.

If no one has obtained an absolute majority, re-voting shall take place until either one person has obtained an absolute majority or between two persons has voted and the votes are tied.

In the case of notified re-votes (which do not include the second vote), a vote shall be taken each time between the persons voted on in the preceding vote, but excluding the person who has been the least votes cast in that prior vote.

If, in that preceding vote, the lowest number of votes is cast on more than one person, it shall be decided by drawing lots which of those persons may no longer be cast in the new vote.

In the event of a vote between two persons, the votes are tied, fate shall decide which of them is elected.

6. If the votes are tied to a proposal not touching the election of persons, then it is rejected.

7. All votes shall be taken orally, unless the chairman considers a written vote to be desired or one of the voters so requires before the vote. Written vote shall be taken in the case of unsigned, closed notes. Decision-making in the case of acclamation is possible, unless a voting vote requires a roll-call vote.
8. A unanimous decision of all members, even if they are not meeting in a meeting, has the same force as a decision of a general meeting, provided that it is taken with the prior knowledge of the board.
9. As long as all the members are present or represented in a general meeting, valid decisions can be taken, provided that they are unanimously, on all the subjects on which are discussed - i.e. including a proposal for amendment of the articles of association for dissolution - even if no convocation has taken place or has not been made in the prescribed manner or any other provision concerning the calling and holding of meetings or a related formality has not been observed and.

CONVENING OF A GENERAL MEETING

Article 20:

1. The general meetings are convened by the board. The convocation shall be made in writing to the addresses of the members in accordance with the register of members referred to in Article 4. The period for convocation shall be at least seven days.
2. The convocation shall specify the subjects to be dealt with, without prejudice to the provisions of Article 21.

AMENDMENT OF STATUTES

Article 21:

1. The statutes of the association may not be amended only by a decision of a general meeting, which has been raised by the announcement that a change of the statutes of the association will be proposed there.
2. Those who have summoned the general meeting to consider a proposal for an amendment to the statutes, must make a copy of that proposal, in which the proposed amendment is included verbatim, available for inspection at least five days before the meeting. In addition, a copy as referred to above shall be sent to all members.
3. A decision to amend the statutes requires at least two-thirds of the votes cast, in a meeting in which at least half of the members are present or represented. If half of the members are not present or represented, a second meeting shall be convened and held within four weeks thereafter, during which the proposal as discussed at the previous meeting, irrespective of the number of members present or represented, may be decided, provided that it is decided by a majority of at least two-thirds of the votes cast.

DISSOLUTION

Article 22

1. The association can be dissolved by a resolution of the general meeting. Paragraphs 1, 2 and 3 of the preceding article shall be of similar use.
2. The dissolution decision will also determine which destination will be given to the surplus balance.
3. The board is in charge of the liquidation.

RULES

Article 23

1. The general meeting may adopt internal regulations.
2. The internal regulations may not conflict with the law, even where it contains a mandatory law, nor with the statutes.

FINAL PROVISION

Article 24

For the first time, the following shall be appointed members of the Board:

1. the comparant under the 1. called;
2. the comparant under 2. called;
3. Machiel Alexander Prins, residing [CENSORED], born in [CENSORED] on the [CENSORED];
4. Johannes Petrus Geurts, residing at [CENSORED], born in [CENSORED] on the [CENSORED];
5. Lucia Adriana Ludovica Huberta Herremans, residing at [CENSORED], born in [CENSORED] on the [CENSORED];

of whom the members referred to in 1, 2, 3 and 4 will hold the positions of chairman, secretary, treasurer and vice-chairman respectively.

After a business statement thereof, the comparators have stated that they have taken note of the content of this deed and that they do not appreciate the full reading.

After a limited reading, this deed was signed by the comparants and me, notary.

(get.) R. Disseldorp, G. Poos, C.D. Kniepstra.