

version: November 11, 2023

AMENDMENT OF STATUTES

On the fourth of December two thousand and twenty-three, appeared before me, Mr. Shinta Geertje Syariefah de Haan, civil-law notary:

Ms STERRE JONGSMA, born twenty ninth of October two thousand and four in Smallerland, unmarried and not registered as a partner, residing at [REDACTED]
[REDACTED]

The person appearing declared in execution of a resolution adopted at the second General assembly of Study Association Nobis Cura Futuri, an association with full legal capacity, held in Leeuwarden on the twenty-third day of November two thousand and twenty-three (23-11-2023), having its registered office at 8911 CE Leeuwarden at the address Wirdumerdijk 34, registered in the trade register under file number 80124941- at which assembly the person appearing was also authorized to execute this deed- hereby amend the statutes of the association in such a way that they will read in their entirety as follows.

STATUTES

NAME

Article 1

The association shall bear the name: Study Association Nobis Cura Futuri, when shortened called: S.A. NCF.

LOCATION

Article 2

It is located in the municipality of Leeuwarden.

AIM

Article 3

1. The objects of the association are:
facilitating (or willing to facilitate) students of the RUG Campus Fryslân, in order to promote the development of these students and to encourage the development of their own identity in the broadest sense of the word. The association tries to achieve this aim by, among other things:
 - a. organising (or willing to organise) sports and game activities;
 - b. organising (or willing to organise) networking activities;
 - c. organising (or willing to organise) lectures, excursions and other activities to support the academic programme of its members.
 - d. approaching companies and organisations for (financial) support of the activities to be organised.
 - e. supporting students and teaching staff with regard to matters concerning the academic programme

MEMBERS AND OUTSIDE MEMBERS

Article 4

1. Members of the association may be natural persons studying at the RUG Campus Fryslân.
2. The board shall keep a register in which the names, addresses and account numbers of all members are included.
3. Outside members are those who study as exchange students at the RUG Campus Fryslân Study. Outside members have the same rights and obligations as ordinary

members of the association, unless expressly stated otherwise.

BENEFACTORS

Article 5

1. Benefactors are those who have declared themselves willing to financially support the association with a minimum contribution to be determined by the general assembly.
2. Benefactors shall have no other rights and obligations than those conferred and imposed on them by statutes of the association.

ADMISSION

Article 6

1. The board decides on admission of members and benefactors.
2. In the event of non-admission of membership, the general assembly may still decide on admission.

HONORARY MEMBERSHIP

Article 7

1. The general assembly may appoint a member, on account of their special merits for the association, as an honorary member.
2. An honorary member shall have the same rights and obligations as an ordinary member, but shall not be obliged to pay contribution.

END OF MEMBERSHIP

Article 8

1. Membership shall end:
 - a. by the death of the member;
 - b. by termination by the member;
 - c. by termination by the association. This may take place if a member has ceased to fulfil the requirements for membership laid down in the association's statutes, if they do not fulfil their obligations towards the association, as well as when the association cannot reasonably be required to continue the membership.
 - d. by expulsion. This may only be pronounced if a member acts contrary to the articles, regulations or resolutions of the association or harms the association in an unreasonable manner.
2. Termination on behalf of the association shall be effected by the board. \
3. Termination of membership by the member or by the association may only take place towards the end of an association year and subject to four (4) weeks' notice. However, membership may terminate immediately if the association or the member cannot reasonably be required to continue the membership.
4. Termination in violation of the provisions of the preceding paragraph shall cause membership to end at the earliest permissible time against which notice of termination was given.
5. Immediate termination of membership by notice shall further be possible for a member:
 - a. within one month after a resolution whereby the obligations of members have been reduced or their obligations have been increased has become known or communicated. The decision shall then not apply to that member. A member shall not, in addition, be entitled by notice to terminate a resolution whereby the obligations of a pecuniary nature of the members have been aggravated in respect of them,
 - b. within one month after a resolution to convert the association into

another legal form or to merge has been notified to them.

6. Expulsion from membership shall be effected by the board.
7. Of a decision to terminate membership by the association on the grounds that the association cannot reasonably be required to membership and of a resolution to expel the member from membership, the person concerned may appeal to the general meeting within forty-five days of receiving notice of the decision. The person concerned shall be informed of the decision in writing, specifying the reasons. During the appeal period and pending the appeal, the member shall be suspended.
8. If the membership ends in the course of an association year, the annual contribution shall nevertheless remain in full.

END OF RIGHTS AND OBLIGATIONS OF BENEFACTORS

Article 9

1. The rights and obligations of a benefactor may at any time be terminated by mutual notice of termination, on the understanding that the annual contribution for the current association year remains indebted in full.
2. Termination on behalf of the association shall be effected by the board.

ANNUAL CONTRIBUTIONS

Article 10

1. Members, outside members and benefactors shall be liable to pay an annual contribution, which will be determined by the general assembly. For this purpose, they may be divided into categories which include a different contribution.
2. The board shall be authorised in special cases to grant full or partial exemption from the obligation to pay a contribution.

BOARD

Article 11

1. The board consists of an odd number of at least three (3) natural persons appointed by the general assembly. The nomination shall be effected by the members.
2. The general assembly shall determine the number of board members.

END OF BOARD MEMBERSHIP - PERIODIC MEMBERSHIP - SUSPENSION

Article 12

1. Any board member, even if appointed for a fixed term, may at any time be dismissed or suspended by the general assembly at any time. A suspension which is not followed within three (3) months by a resolution to dismissal, shall end by the expiry of that period.
2. Each board member shall retire no later than one (1) year after his appointment. The resigning member shall not be eligible for re-election unless the General Assembly decides otherwise. Whoever is appointed to an interim vacancy shall take the place of his predecessor.
3. Board membership ends:
 - a. by death;
 - b. through (an application for) bankruptcy or the granting of a moratorium on payment or by application of the statutory debt natural persons;
 - c. by written resignation;
 - d. by periodic resignation;
 - e. by dismissal by the general assembly.

BOARD POSITIONS

BOARD DECISION-MAKING

Article 13

1. The board shall appoint a chairperson, a secretary and a treasurer. It may appoint a substitute for each of them from among its members. A board member may hold more than one office.
2. Minutes shall be kept of the proceedings at each meeting by the secretary, which shall be adopted and signed by the chairperson and the secretary. Contrary to what the law provides in this respect, the opinion of the chairperson regarding the formation and content of a resolution shall not be decisive.
3. The board member that has a direct or indirect personal interest that conflicts with the interest of the association and its affiliated organizations, immediately reports this to the other board members and will not withhold any relevant information.
The rest of the board members will decide without the concerned board member present, whether there is an interest that is conflicting with the interest of the association and its affiliated organizations.
A board member does not participate in deliberations and decision-making if the board member concerned has a direct or indirect personal interest that conflicts with the interest of the association and the affiliated organizations.
When as a result, no board decision can be made, the decision will be made by the general assembly.
4. Further rules on the meetings of and decision-making by the board may be made with internal regulations.

BOARD DUTIES - REPRESENTATION - COMMITTEES

Article 14

1. Subject to restrictions under the statutes, the board is charged with the management of the association.
The board members perform their duties to serve the interest of the association and the affiliated organizations.
2. Should one or more members be missing from the board for any reason, the remaining board members or the only remaining board member(s) shall nevertheless constitute a legitimate board. However, it is obliged to convene a general assembly as soon as possible at which the provision of the vacancy or vacancies is discussed.
3. The general assembly shall ensure that one or two persons are appointed who, in the absence or inability to act of all board members or of the sole board member, shall temporarily manage the association
For the acts performed during this period, the appointed persons will be equated with board members.
In these statutes, the term inability to act means at least the following:
 - a. The board member is unavailable due to illness or other causes for a period of more than thirty days; or
 - b. The board member is suspended
 In the event of absence or inability to act of all board members, the designated persons must convene a general assembly as soon as possible, but within four weeks, at which the filling of the positions will be discussed.
4. The board shall be authorised to have certain parts of its duties executed by committees appointed by the board.

5. Subject to the approval of the general assembly, the board shall be authorised to decide to enter into agreements to acquire, alienate or encumber registered property, to enter into agreements whereby the association acts as guarantor or joint and several debtor, stands surety for a third party or acts as surety for a third party. The absence of such approval may only be invoked by the association.
6. The board shall also require the approval of the general assembly for decisions to:
 - I. enter into legal acts and make investments exceeding an amount or value of two thousand (€ 2,000.00), without prejudice to the provisions hereinafter under II;
 - II.
 - A. renting, letting and otherwise acquiring the use or enjoyment of and giving possession of registered property;
 - B. entering into agreements whereby the association is granted a bank credit to the association;
 - C. lending money, as well as taking money on loan funds, which does not include making use of a bank credit granted to the bank credit granted to the association;
 - D. entering into settlement agreements;
 - E. taking legal action, including conducting arbitration proceedings, but excluding taking precautionary measures and taking those legal measures that cannot delay;
 - F. concluding and amending employment contracts.

The absence of such approval cannot be invoked by and against third parties.
7. Board members can be granted remuneration.
Expenses will be reimbursed to board members upon presentation of supporting documents.

REPRESENTATION

Article 15

1. The board represents the association in and out of law.
2. The power of representation shall also be vested in two (2) jointly acting board members.
3. The board may grant power of attorney to one or more board members and/or third parties to represent the association within the limits of the power of attorney.

ADVISORY BOARD

Article 16

1. The association shall have an advisory board consisting of the most recently resigned board members of the association, unless they have given written notice to the board that they do not wish to serve on the advisory board.
2. The task of the advisory board shall be, whether or not at the request of the board, to give advice to the board of the association on all matters the advisory board deems desirable.
3. The members of the advisory board may attend the general assembly
They shall have an advisory vote at the general assembly.

ANNUAL REPORT - FINANCIALS AND REPRESENTATION

Article 17

1. The association year runs from the first of September of one year to the thirty-first of August of the following year.
2. The board is obliged to keep such records of the association's financial situation that its rights and obligations can be known at all times.
3. At a general assembly within six (6) months after the end of the Association's except if this period is extended by the general assembly, the board shall issue its annual report on the course of business within the association and on the policy pursued, and shall present a balance sheet and a statement of income and expenditure with explanatory notes to the meeting. These documents will be signed by the board members; if the signature of one or more of them is missing, this shall be stated and reasons shall be given.
4. If no declaration regarding the truthfulness of the documents referred to above is made by an auditor as referred to in article 2:393 paragraph 1 of the Dutch Civil Law, the general assembly may annually appoint a committee from the members of at least two (2) persons who may not be part of the board. The committee shall examine the documents referred to in paragraph 3 of this article and shall report its findings to the general assembly.
5. Should the examination of these documents require special accounting knowledge, the committee of enquiry may be assisted by an expert.
 - The managing board shall be obliged to provide the committee with all information it requests for its investigation, to show it the treasury and values and to make the books, documents and other data carriers of the association for consultation.
6. The charge of the committee may be revoked at any time by the general assembly, but only by the appointment of another committee.
7. The board shall be obliged to keep the documents referred to in paragraphs 2 and 3 for seven (7) years.

GENERAL ASSEMBLY

Article 18

1. The general assembly shall have all powers in the association which are not assigned to the board by law or the statutes.
2. Annually, not later than six (6) months after the end of the Association's year, a general assembly - the annual meeting - shall be held. At the annual meeting items to be discussed shall include:
 - a. the annual report and finances and accountability referred to in Article 16 with the report of the committee referred to there;
 - b. the appointment of the committee referred to in Article 16 for the next Association year;
 - c. the provision of any vacancies;
 - d. proposals by the Board or the members, announced in the notice convening for the meeting;
 - e. discharge of board members for administration over the past financial year.
3. Other general assemblies shall be held as often as the Board deems desirable.
4. Furthermore, upon the written request of at least such number of members as are authorised to cast one/tenth of the votes, the board shall be obliged to convene a general assembly at a period not exceeding four (4) weeks after submission of the request. If the request is not acted upon within fourteen (14) days, the applicants themselves may proceed to convene the meeting by notice in accordance with Article

21 or by advertisement in at least one widely read journal on site where the association has its registered office. The applicants may then entrust others with the conduct of the meeting and the taking of minutes.

ADMISSION AND VOTING RIGHTS

Article 19

1. Admission to the general assembly shall be open to all members and outside members of the association and all benefactors. Suspended members and suspended board members are not admitted, provided that a suspended member shall have access to the meeting at which the resolution to suspend is dealt with. They shall also have the right to speak at that meeting.
2. The admission of persons other than those referred to in paragraph 1 shall be decided by the general assembly.
3. Each member or outside member of the association who is not suspended shall have one (1) vote.
4. A member may cast their vote by another member authorized in writing.
5. If the board when conveying a general assembly has opened the possibility for which a valid reason is required that must be made known to the members, the members are authorized to exercise their voting rights by means of electronic communication, as long as (i) the conditions to be imposed on the use of means of communication such as the connection, the security and the like are announced at the convocation, (ii) the member can be identified, (iii) the member can directly take note of the proceedings at the meeting, and (iv) if the possibility has been opened, the member can participate in deliberations.
6. If the board has opened the possibility for which a valid reason is required that must be made known to the members, voting prior to the general assembly via electronic means of communication can be issued, but not earlier than the thirtieth day before the day of the general assembly, at a specially designated email address.
These votes shall be equated with votes carried out at the general assembly.

PRESIDENCY - MINUTES

Article 20

1. General assemblies shall, unless the situation arises as described in Article 17 paragraph 4 last sentence, be conducted by the chairperson of the Association or their deputy. In the absence of the chairperson and their deputy, one of the other board members to be designated by the board shall act as chairperson. If the presidency is not provided for in this manner either, the meeting itself shall provide for it.
2. Minutes shall be kept of the proceedings at each meeting by the Secretary or another person designated by the Chairperson for that purpose, which shall be adopted and signed by the chairperson and the minute taker.
Signing of the minutes may also be done electronically, provided that the identity of the signatories can be established with adequate certainty. Those who convene the meeting may have a notarial record made of the proceedings.
The contents of the minutes or of the notarial record shall be brought to the notice of the members.

DECISION-MAKING OF THE GENERAL ASSEMBLY

Article 21

1. The judgement of the chairperson pronounced at the general assembly regarding the result of a vote is decisive. The same applies to the contents of a resolution passed insofar as a vote was taken on a proposal not recorded in writing.
2. However, if the correctness of the judgement referred to in the first paragraph is disputed immediately after its pronouncement, a new vote shall be taken, if the majority of the meeting or, if the original vote did not take place by roll call or in writing, a person present and entitled to vote requires so. As a result of this new vote, the legal consequences of the original vote disappear.
Votes cast in accordance with Article 19(6) before the general meeting cast electronically are also deemed to have been cast in the new vote.
3. Insofar as the statutes or the law do not provide otherwise, all decisions of the general assembly shall be passed by an absolute majority of the votes cast.
4. Blank votes shall be deemed not to have been cast.
5. If in an election of persons no one has obtained an absolute majority, a second vote or, in the event of a binding nomination, a second vote shall be held between the nominated candidates. If again no one has obtained an absolute majority, repeat voting shall take place until either person has obtained an absolute majority or a vote has been taken between two persons and the votes are tied. These additional votes (not including the second vote) shall be between the persons voted for in the preceding ballot, with the exception of the person who received the smallest number of votes in that previous vote. If the smallest number of votes has been cast for more than one person in that preceding ballot person, lots shall be drawn to determine which of those persons can no longer be voted for in the new ballot. If there is a tie in a vote between two persons, lots shall be drawn to decide which of the two is elected.
6. If the votes are tied on a proposal not concerning the election of persons, it shall be rejected.
7. All votes shall be oral, unless the chairperson deems a written vote desirable or one of the persons entitled to vote deems it desirable before the vote is taken. Votes in writing shall be by unsigned, closed papers. Decision-making by acclamation is possible, unless a person entitled to vote requests a roll-call vote.
8. A unanimous decision of all members, even if these are not present at a meeting, shall, provided it has been taken with the prior knowledge of the board, have the same force as a decision of the general assembly. For the application of this provision suspended members shall not count.
9. As long as all members are present or represented at a general meeting, valid resolutions may be passed, provided they are passed unanimously, on all subjects to be discussed - including a proposal to amendment of the statutes or to termination of the association - even if no notice convening the meeting was issued or has not been convened in the prescribed manner or if any other requirement on the convening and holding of meetings or a formality relating thereto has not been observed.

CONVENING OF GENERAL ASSEMBLY

Article 22

1. General assemblies shall be convened by the Board. The convocation shall be made in writing to the addresses of the members according to the register of members referred to in Article 4. The period for convening a meeting shall be at least seven (7) days. Notice of meetings may also be given to the email addresses of the members.

If a member consents in writing, notice may be given by an electronically transmitted legible and reproducible message to the address notified to the association for this purpose.

2. The notice convening the meeting shall state the subjects to be discussed, without prejudice to the provisions of Article 22.

STATUTE CHANGES

Article 23

1. The statutes of the association may not be changed except by a decision of a general assembly, which has been convened with the announcement that an amendment of the statutes will be proposed there.
2. Those who have issued the notice convening the general assembly to deal with a proposal to amend the articles of association, must place a copy of that proposal at least five (5) days before the meeting, in which the proposed amendment is included verbatim, at an appropriate place for inspection by the members until after the day on which the assembly is held. 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, at a meeting at which at least two-thirds of the members are present or represented. If two-thirds of the members are not present or represented, then within four (4) weeks, but not seven (7) days thereafter, a second meeting shall be convened and held which the proposal as discussed at the previous assembly, regardless of the number of members present or represented members, may be decided upon, provided that a majority of at least two-thirds of the votes cast.
4. An amendment to the statutes shall not come into effect until after a notarial deed has been drawn up. Each board member shall be authorised to execute the deed.

TERMINATION

Article 24

1. The association may be dissolved by a decision of the general assembly. The provisions of paragraphs 1, 2 and 3 of the previous article shall apply accordingly.
2. Unless the general assembly decides otherwise, the liquidation shall be carried out by the board.
3. The credit balance after liquidation shall accrue to those who were members at the time of the decision for liquidation. Each of them shall receive an equal share. In the to dissolve the association, another allocation may also be made for the surplus.
4. The association shall cease to exist at the time when assets known to it and/or the liquidators are no longer present. The liquidators shall report this to the registers where the association is registered.

DEPARTMENTS

Article 25

The association may have departments. These sections should then also be organised as an association with full legal capacity.

INTERNAL REGULATIONS

Article 26

1. The general assembly may adopt internal regulations.
2. The internal regulations may not be contrary to the law, even where these does not contain mandatory law, nor with the statutes.

FINAL PROVISION

Finally, the person appearing declared that the proceedings of the second general assembly on the twenty-third day of November two thousand and twenty-three (23-11-2023), are evidenced by the minutes, a copy of which is attached to this deed (**Annex**).

The minutes of the first general assembly of November fourteen, two thousand and twenty-three (14-11-2023), at which meeting it was noted that the required quorum was not met, will also be attached to this deed (**Annex**).

FINAL ACT

The person appearing is known to me, notary, and the identification required by law has taken place.

Of which deed executed in Leeuwarden on the date mentioned at the beginning of this deed. After I, civil-law notary, have communicated and explained the material contents to the person appearing and - if necessary - have pointed out to her the consequences thereof, she has declared that she had taken note of this deed in due time and that she agreed to it.

Thereupon immediately after limited reading this deed was signed by the person appearing and me, notary, at ten o'clock and thirty minutes.

(Followed by signature)

ISSUED FOR COPY



A handwritten signature in blue ink, consisting of several overlapping loops and lines, positioned to the right of the notary seal.