

Statutes.

Article 1.

Definitions.

In these statutes, the following definitions shall apply:

- *General Assembly*:
The body of the Association formed by voting members of the Association or the meeting of the members and honorary members of the Association; -
- *Board*: the Board of the Association;
- *Written*:
by letter or e-mail, or by message transmitted by any other common means of communication that can be received electronically or in writing provided that the identity of the sender can be established with adequate certainty;
- *Statutes / Articles of Association*:
the Statutes of the Association;
- *Association*:
the legal entity to which the Articles of Association relate.

Article 2

Name.

The Association bears the name: 'KLINK'.

Article 3.

Seat.

The Association has its seat in the municipality of Eindhoven.

Article 4.

Purpose.

1. The Association aims to: promote the production and consumption of written and spoken words in the Eindhoven student society in the broadest sense.
2. The Association seeks to achieve this goal by, among other things:
 - a. providing opportunity for congregation of written and spoken word enthusiasts;
 - b. organising occasions for practising skills related to the purpose of the Association;
 - c. wielding other lawful means;
 - d. providing and maintain the necessary accommodation.

Article 5.

Members. Honorary members. Benefactors.

1. Members of the Association may be those who are enrolled at the Hoger Beroepsonderwijs (*such as Fontys*) or the Wetenschappelijk Onderwijs (*Such as TU/e*) in Eindhoven or are PhD candidates in Eindhoven. The Board is authorised to waive this quality requirement in whole or in part in exception cases.

2. The Board shall keep a register containing the names and contact details of all members, honorary members and benefactors.
3. Honorary members are persons, who have rendered themselves especially deserving for the Association and have been appointed as such by the General Meeting with an absolute majority of the valid votes cast, on the proposal of the Board, and have accepted this appointment.
4. Benefactors are those who have expressed their willingness to support the Association financially with a minimum contribution to be determined in the Bylaws.
5. Honorary members and benefactors shall have no rights and obligations other than those conferred and imposed on them by or pursuant to the Articles of Association and the Bylaws.

Article 6.

Admission.

1. The Board shall decide on the admission of members and benefactors.
2. In case of non-admission to membership, the General Assembly may still decide on admission.

Article 7.

End of membership and end of rights and obligations of benefactors.

1. Membership of the Association shall terminate:
 - a. by the member's death;
 - b. by termination by the member;
 - c. by termination by the Association.

This may take place if a member has ceased to meet the membership requirements set by the Articles of Association, if the member fails to fulfil its obligations towards the Association, as well as if the Association cannot reasonably be required to continue the membership;
 - d. by dismay.

It can only be pronounced when a member acts contrary to the Statutes, regulations or decisions of the Association, or unreasonably prejudices the Association.
2. Termination by the Association shall be effected by the Board.
3. Termination by the member may be made at any time.
4. Expulsion from membership shall be effected by the Board.
5. A decision to terminate membership by the Association on the grounds that a member has failed to fulfil the member's obligations towards the Association, as well as that the Association cannot reasonably be required to continue the membership and a decision to expel the member from membership shall be open to appeal to the General Meeting within one month of receiving notification of the decision.

The member concerned shall be notified In Writing of the decision and the reasons for it as soon as possible.

During the appeal period and pending the appeal, the member shall be suspended, provided, however, that the suspended member shall have the right to answer at the General Meeting at which the appeal referred to in this paragraph is considered.

6. If membership ends during a financial year, the annual contribution shall nevertheless remain payable in full.
7. The rights and obligations of a benefactor may be terminated mutually by cancellation at any time except that the annual contribution for the current financial year remains due in full.
8. Termination as referred to in the previous paragraph by the Association shall be effected by the Board.
9. Termination of honorary membership or benefactorage is subject to the same rules as termination of membership.

Article 8.

Annual contributions. Commitments.

1. Members and benefactors are liable to pay an annual contribution, which will be determined in the bylaws.
For this purpose, they can be divided into categories paying different contributions.
2. Honorary members - provided they are not also members - pay an annual contribution to be determined in the bylaws.
3. The Board is authorised to grant full or partial exemption from the obligation to pay a contribution in special cases.
4. The Board, after obtaining the approval of the General Assembly, is authorised to attach commitments to membership.

Article 9.

Formation of the Board.

1. The Board shall consist of a number to be determined by the General Meeting of three or more persons appointed by the General Meeting, provided that the first board members shall be appointed by this deed.
Board members shall be appointed from among the members of the Association.
2. Board members shall be appointed from one or more binding nominations, subject to the provisions of paragraph 3 of this article.
Both the Board and eight or more members are authorised to make such a nomination.
The Board's nomination shall be communicated in the notice of the meeting. A nomination by eight or more members must be submitted In Writing to the Board before the start of the meeting.
3. Any nomination may be deprived of its binding nature by a resolution of the General Assembly passed by at least two-thirds of the votes cast at a meeting at which at least two-thirds of the members are represented.
If the nomination contains one candidate for a seat to be filled, a decision on the nomination shall have the effect of appointing the candidate unless the binding nature of the nomination is removed.

4. If no nomination has been drawn up, or if the General Assembly decides to deprive the nominations drawn up of their binding nature in accordance with the previous paragraph, the General Assembly shall be free to choose.
5. If there is more than one binding nomination, the appointment shall be made from those nominations.
6. If there are one or more vacancies on the Board, the remaining Board members or the remaining Board member shall nevertheless constitute a legitimate Board.

Article 10.

End of membership of Board. Periodic resignation. Suspension.

1. Any board member, including those appointed for a fixed term, may be dismissed or suspended by the General Meeting at any time.
A suspension that is not followed by a decision to dismiss within three months ends by the expiry of that period.
2. Each board member shall retire no later than one year after his/her appointment, according to a retirement schedule to be drawn up by the Board.
The retiring board member is eligible for re-election; whoever is appointed to an interim vacancy takes the place of the predecessor of the newly appointed board member on the roster.
A retiring board member remains in office until the vacancy is filled.
3. Membership of the Board shall further terminate:
 - a. by termination of membership of the Association in respect of a board member appointed from among the members;
 - b. board members are authorised to resign, provided this is done in writing with a notice period of at least three months. The General Meeting may decide that this notice period may be shortened to at least one month.
 - c. by “bedanken” (*this is a vague legal term, which I am not sure how to translate. I do not believe it is of high importance*).

Article 11.

Functions on the Board. Decision-making of the Board.

1. The Board (except the first Board whose members are appointed in office) shall appoint from among its members a chairman, a secretary and a treasurer. The Board may appoint a replacement for each of them from among its members. A board member may hold more than one position.
2. The Board meets as often as one or more of the board members deems necessary. The convocation shall be made - stating the items to be discussed - by the board member initiating the meeting, subject to at least one day's notice.
At the meetings, each board member is entitled to cast one vote. Board members may be represented by another board member by Written proxy.
Board meetings may be held by means of telephone or video conferences, or by any other means of communication, provided that each participating board member can be heard simultaneously by all others and provided that such meetings are chaired from the Netherlands.

Minutes of the proceedings of each meeting of the Board shall be drawn up by the secretary and shall be adopted and signed by the chairman and the secretary.

Minutes may also be signed electronically provided that the identity of the signatories can be established with adequate certainty.

3. The Board shall decide by an absolute majority of the valid votes cast by all board members present or represented at the meeting, who may participate in the decisionmaking process.

The Board may also pass resolutions outside a meeting, provided this is done in writing, all board members are aware of the resolution to be passed, none of them objects to this manner of passing resolutions and the resolution is passed by an absolute majority of the votes validly cast by board members who are entitled to participate in the decision-making.

In the event of an equality of votes, the General Assembly shall decide.

4. A board member who has a direct or indirect personal interest that conflicts with the interest of the Association and its affiliated organisation shall immediately report this to the other board members and provide all relevant information. The other board members decide, without the board member concerned being present, whether there is an interest that conflicts with the interest of the Association and its affiliated organisation.

A board member shall not participate in the deliberations and decision-making if the board member concerned has a direct or indirect personal interest therein that conflicts with the interests of the Association and its affiliated organisation.

If this does not allow a board decision to be taken, the decision will be taken by the General Assembly.

5. Further rules concerning the meetings of and decision-making by the Board may be laid down in bylaws.

Article 12.

Task of the Board. Representation. Fees.

1. Subject to the restrictions under the Articles of Association, the Board shall be in charge of running the Association.

In discharging their duties, the board members shall be guided by the interests of the Association and its affiliated organisation.

2. If the number of board members has fallen below three, the Board remains competent (*able to make decisions*). However, the Board is obliged to convene a General Meeting as soon as possible to consider the filling of the vacancy(ies).

In the event of the absence or inability to act of one or more board members, the remaining board member(s) shall be in charge of the entire management.

The General Meeting shall ensure that a person is appointed to temporarily manage the Association in the event of the absence or inability of all the board members or of the sole board member.

In any event, in these Articles of Association, an inability to act means the circumstance that

- a. the board member is unavailable for a period of more than seven days due to illness or other causes; or
 - b. the board member is suspended.
3. The Board is authorised to have certain parts of its task carried out under its responsibility by committees appointed by the Board.
4. Subject to the approval of the General Meeting, the Board is authorised to resolve to enter into agreements to acquire, dispose of and encumber registered property, and to enter into agreements whereby the Association binds itself as surety or joint and several co-debtor, warrants for a third party or undertakes to provide security for a debt of another and to represent the Association in respect of these acts.
The absence of the aforementioned approval of the General Assembly may be invoked against third parties.
5. The General Assembly is authorised to subject decisions of the Board to its approval. Such decisions should be clearly defined and communicated In Writing to the Board.
6. Taking into account the provisions of paragraph 4 of this article, the Association shall be represented by the Board.
The power of representation is also vested in two board members.

Article 13.

Management report. Accounts.

1. The financial year of the Association shall run from one (1) August to the following thirty-one (31) July.
2. The Board is obliged to keep records of the Association's financial situation and of everything concerning the Association's activities in accordance with the requirements arising from these activities, and to keep the books, documents and other data carriers in such a way that the Association's rights and obligations can be known at all times.
3. At a General Meeting, within three months of the end of the financial year, subject to extension of this period by no more than four months by the General Meeting, the Board shall present a management report on the affairs of the Association and the policies pursued.
The Board submits the printed balance sheet and statement of income and expenditure with explanatory notes to the General Meeting for approval.
These documents shall be signed by the board members; if the signature of one or more of them is missing, this shall be stated and reasons given.
After expiry of the time limit, any member may claim in court from the joint board members that the board members fulfil these obligations.
4. The General Assembly shall annually appoint from among the members a financial committee of at least two persons who may not be members of the Board.
The finance committee shall examine the documents referred to in the second sentence of paragraph 3 of this article and report its findings to the General Assembly.
The Board shall be obliged to provide the finance committee with any information it requests for the purpose of its investigation, to show it the Association's cash and

values if it so wishes and to make the Association's books, records and other data carriers available for consultation.

5. If the examination of the accounts requires special accounting knowledge, the finance committee may be assisted by an expert at the association's expense. For the hiring of an expert, the financial committee may, up to a maximum amount determined in the Articles of Association, decide to hire an expert. Costs above the maximum amount require the approval of the GA.
6. The charge of the finance committee may be revoked at any time by the General Assembly, but only by the appointment of another finance committee.
7. The Board shall be obliged to keep the books, documents and other data carriers referred to in paragraphs 2 and 3 of this article for seven years, without prejudice to the provisions below in paragraph 8 of this article.
8. The data on a data carrier, with the exception of the paper-based balance sheet and statement of income and expenditure, may be transferred to another data carrier and retained, provided that the transfer is made with correct and complete reproduction of the data and that such data are available for the entire retention period and can be made readable within a reasonable time.

Article 14.

General Meetings.

1. The General Assembly shall have all powers in the Association that are not assigned to the Board by law or by the Articles of Association.
2. A General Meeting - the Annual Meeting - is held annually, no later than six months after the end of the financial year.

Items to be discussed in the annual meeting include:

- a. the management report and the accounts referred to in Article 13 with the report of the committee referred to therein;
 - b. discharging the board members for their management during the previous financial year;
 - c. the appointment of the committee referred to in Article 13 for the next financial year;
 - d. provision for any vacancies;
 - e. proposals by the Board or members, announced in the notice of the meeting.
3. Other General Meetings are convened as often as the Board deems appropriate, or when it is obliged to do so by law or the Articles of Association.
 4. Furthermore, at the written request of at least such a number of members as is authorised to cast at least one-tenth of the votes, the Board shall be obliged to convene a General Meeting at a time not exceeding four weeks from the submission of the request.

If the request is not complied with within 14 days, the applicants themselves may convene such a meeting by notice in accordance with Article 18 or by advertisement in at least one communication channel commonly used by the association members, subject to the notice period specified in Article 18.

The applicants may then instruct others than board members to conduct the meeting and take minutes.

Article 15.

Access and voting rights.

1. Admitted to the General Meeting are all members of the Association, the board members, all honorary members and all benefactors.
Suspended members shall not have access, subject to the provisions of paragraph 5 of Article 7. The same holds for suspended board members.
2. The admission of persons other than those referred to in paragraph 1 of this article shall be decided by the General Assembly.
3. Each member of the Association who is not suspended has one vote.
4. A member's vote may be cast by another member authorised In Writing to do so. Each member present at a General Meeting may carry a maximum of one (1) authorisation from another member for that purpose.
5. If the Board has opened the possibility to do so in the notice convening a General Meeting, the members are authorised to exercise their voting right by means of an electronic means of communication, provided that (i) the conditions to be imposed on the use of the means of communication such as connection, security and the like are disclosed in the notice, (ii) the member can be identified, (iii) the member can directly take note of the proceedings at the meeting, and (iv) if this possibility is opened, the member can participate in the deliberations.
6. If the Board has opened the possibility to do so In Writing, votes may be cast prior to the General Meeting via an electronic means of communication, but not earlier than the thirtieth day before that of the meeting, at a specially designated e-mail address.
These votes are assimilated to votes cast at the General Assembly.

Article 16. Chairmanship.

Minutes.

1. The General Meetings are conducted by the President of the Association or by the replacement of the President.
In the absence of the chairman and the chairman's replacement, one of the other board members to be appointed by the Board shall act as chairman.
If the chairmanship is not provided for in this way either, the meeting itself shall provide for it.
Until then, the chairmanship will be held by the oldest person present at the meeting in terms of age.
2. Minutes shall be taken of the proceedings at each meeting by the secretary or another person designated by the chairman for that purpose, which shall be adopted and signed by the chairman and the minute taker.
Minutes may also be signed electronically provided that the identity of the signatories can be established with adequate certainty.
Those who convene the meeting may cause a notarial record of the proceedings to be drawn up.

The contents of the minutes or record shall be brought to the attention of the members.

Article 17.

Decision-making of the General Assembly.

1. The opinion of the chairman expressed at the General Meeting concerning the result of a vote shall be decisive.

The same applies to the content of a resolution passed insofar as a vote was taken on a proposal not recorded in Writing.

2. However, if the correctness of an opinion referred to in the first paragraph is disputed immediately after it is expressed, a new vote shall be taken if the majority of the meeting or, if the original vote was not by roll call or by ballot paper, a person present with voting rights so requires.

This new vote nullifies the legal effects of the original vote.

Votes cast electronically in accordance with Article 15(6) before the General Meeting are also deemed to have been cast in the new vote.

3. Insofar as the Articles of Association or the law do not provide otherwise, all resolutions of the General Assembly shall be passed by an absolute majority of the votes cast.

4. Blank votes and invalid votes are 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 case of a binding nomination, a second vote between the nominated candidates, shall take place.

If again no one has obtained an absolute majority, repeat voting shall take place until either one person has obtained an absolute majority or the vote is between two persons and the votes are tied.

In the aforementioned re-ballots (not including the second ballot), a vote shall always be taken between the persons voted for in the previous ballot, but excluding the person who received the smallest number of votes in that previous ballot.

If the smallest number of votes were cast for more than one person in that preceding ballot, lots shall be drawn to determine which of those persons can no longer be voted for in the new ballot.

In the event of a tie in a vote between two persons, lots shall decide which of the two is elected.

6. If the votes are tied, the proposal is rejected, keeping in mind the provisions of paragraph 5 of this article.

7. All voting shall take place orally.

However, the chairman may determine that votes shall be cast by ballot papers. If it concerns an election of persons, any person present and entitled to vote may also request that votes be cast by ballot papers.

Voting by ballot shall be by unsigned sealed ballot papers. Decision-making by acclamation is possible, unless a person entitled to vote requests a roll-call vote.

8. A unanimous resolution of all members, even if not convened in a meeting, if taken with the prior knowledge of the Board, shall have the same force as a resolution of the General Assembly.

This also applies to decisions to amend the Articles of Association or to dissolve the Association.

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 discussed items- including, therefore, a proposal to amend the Articles of Association or to dissolve the Association - even if the notice convening the meeting has not been issued in the prescribed manner or if any other requirement concerning the convening and holding of meetings or a related formality has not been observed.

Article 18.

Convening General Assembly.

1. General Meetings are convened by the Board, subject to the provisions of Article 14(4).

The convocation shall be made In Writing to the addresses (including e- mail addresses) of the members and benefactors according to the register referred to in Article 5.

The notice period shall be at least 14 days.

If a member or a beneficiary so agrees In Writing, notice of the meeting may be given by a legible and reproducible message sent electronically to the address notified In Writing by him to the Association for this purpose.

2. The notice of the meeting shall state the subjects to be discussed, without prejudice to the provisions of Articles 19 and 20.

Article 19.

Amendment of the Articles of Association.

1. Without prejudice to the provisions of Article 17, paragraphs 8 and 9, the Articles of Association may only be amended by a resolution of a General Meeting convened with the announcement that an amendment of the Articles of Association will be proposed at that meeting.

2. Those who have given notice of the General Meeting to discuss a proposal to amend the Articles of Association must make a copy of that proposal, containing the proposed amendment verbatim, available for inspection by the members in a place suitable for that purpose at least five days before the meeting until after the day on which the meeting is held.

3. Amendments to the Statutes can only be decided by a general membership meeting with a majority of two-thirds of the number of votes cast.

4. An amendment to the Articles of Association shall not enter become official until a notarial deed has been drawn up.

Each board member is authorised to “doen verlijden” of the deed (*do not know how to translate*).

Article 20.

Dissolution.

1. The Association may be dissolved by a resolution of the General Meeting. The provisions of paragraphs 1 and 3 of Article 19 shall apply.
2. After dissolution, the liquidation shall be carried out by the board members. The Board may decide to appoint other persons as liquidators.
3. Upon the resolution to dissolve, an allocation for the surplus shall be determined by the General Assembly.
4. Upon completion of the liquidation, the books, records and other data carriers of the dissolved Association shall remain in the custody of the person appointed by the liquidators for the period prescribed by law.
5. The liquidation is otherwise subject to the provisions of Title 1 Book 2 Civil Code.

Article 21. Rules of procedure.

1. By a majority of two-thirds of the number of votes cast, the General Assembly may adopt and amend by-laws regulating matters not or not fully provided for by these Articles of Association.
2. The By-Laws may not conflict with the law, even where it does not contain mandatory law, nor with the Statutes.

Article 22. Transitional provision.

The first financial year of the Association shall run up to and including the thirty-first (31) of July, two thousand and twenty-four (2024).

This article shall expire at the end of the Association's second financial year.

Article 23. Final provision.

In all cases not provided for by law, by the Statutes or by the Bylaws, the Board shall decide.

[Notary's statement here]