

Amendment of the Statutes of the association

Contemporaneity, September twenty eight two thousand and twelve, appeared to me, Mr. Anko Nicolaas Harms, notary location Groningen:

- Ms. Judith Johanna Janne DIJK, living Groningen 9711 TJ, Oudeweg 73, born in Ede on March tenth nineteen hundred and ninety-one, holder of a Dutch identity card, number IWHC5K73, issued in Tytsjerksteradiel on June tenth two thousand and eight, unmarried and no registered partnership;
- Ms. Ante Wilhelma SELLIS, living Groningen 9722 GA, Coendersweg 21a, born Zwolle on July twenty-five nineteen hundred ninety, holder of a Dutch identity card, number NN8BCNNH0, issued in Oldebroek on November twenty-one two thousand and eight, unmarried and no registered partnership;

who declare to act in their capacity as jointly authorized board members (respectively President and Secretary) of the Statutory in Groningen (actual address: 9712 HX Groningen, Sint Walburgstraat 22), settling association **ASSOCIATION DES ETATS GÉNÉRAUX DES ETUDIANTS DE L'EUROPE – GRONINGEN**, registered in the trade register of the Chamber of Commerce for North Netherlands since October twenty-five nineteen hundred eighty-eight under the number 40025790 and represented this association legally:

reported association hereinafter referred to as "the association".

The appearers, acting as reported, stated

IN ADVANCE:

- By deed on October twenty-fifth nineteen hundred and eighty-eight form r. H. Van Hoogdalem, then notary in Groningen, the association was founded;
- The Statutes of the association were last amended by deed on February eight two thousand and one by named notary Van Hoogdalem;
- In a meeting on September sixth two thousand and twelve, with a second meeting on the same day and another meeting a day later, of the minutes of those meetings a copy of this deed will be attached, the General Members meeting of the association has decided to amend the Statutes of the association.

The appearers, acting as reported, stated they wanted to implement the aforementioned decision by this deed, which they declared that the Statutes of the association henceforth will be read as follows:

STATUTES

NAME AND CHAIR

Article 1.

1. The association bears the name: **Association des Etats Généraux des Etudiants de l'Europe – Groningen**, hereinafter referred to as AEGEE-Groningen.
2. The association has its seat in the municipality Groningen.

PURPOSE

Article 2.

1. The association has the purpose to improve the contacts between students, especially those of the Rijkuniversiteit Groningen and the Hanze University of Applied Sciences Groningen, and the students from all different countries in Groningen. The association has neither a political nor a religious preference.
2. The association tries to achieve its goals by:
 - a. Holding and participating in conferences, both national and international.
 - b. To stimulate the activities of its members.
 - c. All other means which are beneficial for the purpose of the association.

DURATION

Article 3

The association has been entered into an indefinite period of time.

INTERNATIONAL FRAMEWORK

Article 4

1. The association is affiliated with the "Association des Etats Généraux des Etudiants de l'Europe" henceforth be known as AEGEE-Europe, by her accession to the "Convention d'Adhesion of AEGEE-Europe" henceforth known as: the Conventie.
2. AEGEE-Europe is an association, founded under French law of July first nineteen hundred and one. AEGEE-Europe has its seat in Paris, France.
3. Accession to the Conventie gives the association the right to name themselves AEGEE-Groningen.

MEMBERSHIP

Article 5

1. The association knows four categories of members, namely ordinary members, alumni, donors and honorary members. When hereinafter is talked about members, all four categories are meant, unless the contrary is clearly apparent from the text of the Statutes of the association.
2. A. Ordinary members are natural or legal persons, who have registered as members by the board and are admitted as such by the board.
B. As an ordinary member can be admitted when he or she is at least seventeen years old and is/was registered as a student at a higher education institution.
C. As an ordinary member can also be admitted the following legal persons: universities, academies and other institutions of higher professional education.
D. A condition for membership is furthermore the endorsement of the Conventie and the Statutes and regulations of the association.
3. In case of non-admission, the General Members Assembly (henceforth: GMA), can decide to accept admission.
4. Alumni are natural persons or legal persons who were admitted to the association as a member and have been admitted to the alumni body by the board. They make an annual financial contribution to the association.
5. Donors are natural or legal persons who support the association financially or have other earnings towards the association and have been recognized as such by the board. Donors are exempt from the obligation to pay contributions.
6. Honorary members are natural persons who have extraordinary merits towards the association. These merits must be recognized as such by the board. Honorary members are exempted from the obligation to pay contributions.
7. Donors and honorary members are appointed exclusively on the proposal of the board by the GMA. A decision to that effect must be taken by a majority of the votes cast.

Article 6

Membership is personal and therefore not subject to transfer or transition. For legal persons, the membership and the resulting rights are inextricably linked to the legal persons and therefore not subject to transition.

Article 7

1. Membership ends:
 - a. Upon the death of a member, or – when a member is a legal person – when it ceases to exist.
 - b. By cancellation of the member.
 - c. By cancellation of the board.
 - d. By disqualification
2. Cancellation of the membership of the member can only happen towards the end of the membership year, provided in writing and with due observance of the notice period of at least four weeks. Nevertheless, immediate termination of the membership by cancellation is possible, if it cannot reasonably be required to continue the membership.

If cancellation has not taken in time, the membership shall continue until the end of the next membership year.

3. Cancellation of the membership by the association can happen at the end of a membership year. Cancellation is affected by the board, provided in writing and with due observance of the notice period of at least four weeks. Cancellation of the membership by the association takes place when the member has ceased to meet the requirements of the membership or when the association cannot reasonably be expected to continue the membership. The last two sentences of the past paragraph apply *mutatis mutandis*.
4. Disqualification of the membership can only be pronounced when a member violates the Conventie or the Statutes, regulations or decisions of the associations; such as in the case of, despite the payment reminder, no payment or late payment of the members yearly contribution or when a member of the association unreasonably harms the association. Disqualification shall be effected by the Board, which shall notify the member concerned of the decision, stating its reasons, as soon as possible.
5. The person concerned is authorized to appeal at the GMA against the notice of cancellation or disqualification within a month after receiving the decision. During the appeal period and the appeal, the member is suspended. When the GMA does not decide to terminate or dismiss this appeal by a majority of at least two thirds of the number of votes cast, revive the membership rights. If the GMA rejects the appeal, the membership ends immediately.
6. When membership ends in the course of a membership year, the annual contribution for the whole remains due.
7. The board is authorized to suspend a member for a maximum period of one month, if the member repeatedly acts contrary to his/her membership obligations or have seriously damaged the interest of the association through his/her conduct or actions. During the suspending period of the member, the member cannot exercise his/her membership rights.

FINANCIAL MEANS

Article 8

1. The financial means of the association consist of the annual contributions of the ordinary members and alumni and of any voluntary contributions, inheritances, bequests, donations and other income.
2. Annually, every ordinary member is required to make a contribution. The amount of this payment is determined by the GMA with due regard to what has been determined by AEGEE-Europe. A percentage of the contribution, as provided for in the Convention, will be paid to AEGEE-Europe.

THE BOARD

Article 9

1. The board consists of at least three natural persons: a chairperson, a secretary and a treasurer, hereinafter referred to as: President, Secretary and Treasurer.
2. The board members are appointed by the GMA of the ordinary members of the association. The board members must be registered at the University of Groningen or Hanze University of Applied Sciences Groningen. The board can make recommendations to the GMA regarding the appointment of the candidate board. The board has the right to draw up a binding nomination for the appointment of three board members. The GMA determines the number of board members. Board members are appointed for a period of one year; they are immediately renewable. The maximum age for a board member is thirty years; the GMA may grant dispensation from this, provided that at least a three-quarter majority vote in favour.

3. Board members may be suspended and dismissed by the GMA at any time, stating reasons. The GMA decides on suspension or dismissal by a two-thirds majority of the votes cast.
4. In the event of the suspension of a board member, if the GMA has not decided on the resignation of the board member within three months after the initiation of the suspension, the suspension will end. The suspended board member shall be given the opportunity to account for himself/herself at the General Members Assembly and may be assisted in this by a counsel.
5. Existing vacancies will be filled as soon as possible. An incomplete board remains empowered.

Article 10

1. The board is charged with managing the association.
2. For the conclusion of agreements for the purchase, alienation, encumbrance, rent or lease of property, of loans of money, as well as those whereby the association commits itself as guarantor or joint and several co-debtor, or stands surety for a debt of a third party, the board requires the approval of the GMA.
3. The board meets as often as a board member requires, but at least six times a year.
4. The board takes decisions by an absolute majority of votes; in the event of a tie, the President decides.

Article 11

1. The association is represented in and out of court not by the board, but either:
 - a. the President together with another board member, or;
 - b. the Secretary together with another board member, or;
 - c. the Treasurer together with another board member.
2. The board can decide to grant a proxy to one or more others, both jointly and separately, to represent the association within the limits of that proxy.

ASSISTANCE TO THE BOARD

Article 12

1. The board may designate members, upon a proposal from the President, to assist the board in carrying out its duties. In addition, the board may appoint working groups and committees to prepare and organise special activities, both within the framework of the Convention and the Statues.
2. The working groups and committees consist of at least two ordinary members. One person is in charge of financial affairs and another is in charge of reporting to the board.

GENERAL MEMBERS ASSEMBLY

Article 13

1. GMA's are held in Groningen.
2. The GMA is convened by the board by means of a written notification to the members within a period of at least fourteen days. The topics to be discussed are stated in the convening notice.
3. In case the general members assembly is convened within a shorter period than the prescribed term, the GMA can nevertheless take legally valid decisions, unless such a number of those present as is entitled to cast one-tenth of the votes at that meeting objects.

The provisions of the first sentence of this paragraph apply according to decision-making by the GMA regarding matters that were not on the agenda.

Article 14

1. A GMA is held within six months after the end of the association year – which runs from the 1st of September to 31st of August. At this meeting, the board publishes its annual report and submits a balance sheet and a state of income and expenditure, together with the necessary modest account and accounts of its management conducted in the past association year.
2. Every year, the GMA appoints at least one committee to investigate the documents referred to in the previous paragraph. This committee consists of at least two members who may not be part of the board. The board will send the documents to the committee at least two weeks before the day on which the GMA will be held, at which these documents will be discussed. The committee examines these documents and reports to the GMA on its findings. In case the committee deems it necessary that this investigation requires special accounting knowledge, it may be assisted by an expert at the association's expense.
3. The board is obliged to provide the committee with all the information it requires, to show the treasury and the values if desired and to allow the committee to inspect the books and documents of the association.
4. Approval by the GMA of the annual report and the account and accountability discharges the board.

Article 15

1. In addition to the GMA referred to in the previous article, general members assemblies are convened by the board as often as it deems desirable.
2. At the written request of at least such a number of members as is authorized to cast one/tenth of the votes in a plenary general meeting, the board is obliged to convene a GMA on a term of no more than fourteen days. If the request is not acted upon within fourteen days, the applicants themselves may convene a general meeting.

Article 16

1. The members, honorary members, as well as those who have been invited by the GMA, have access to the GMA.
2. The members and honorary members are entitled to vote at the GMA. Each of them has one vote. Each person entitled to vote can cast his/her vote through another person entitled to vote, the latter must be authorized in writing. A person entitled to vote can act as an authorized representative for a maximum of two persons.
3. Matters are voted on orally, unless the GMA decides to vote in writing. People are always voted on in writing, by unsigned notes. Acceptance of proposals by acclamation is possible, but only on the proposal of the President.
4. All resolutions for which a greater majority is prescribed by law or by these Statutes will be taken by an absolute majority of the votes cast. In the event of a tie vote on matters, the proposal is rejected. If the votes are tied in the election of persons, a drawing will decide. If in an election between more than two persons no absolute majority is obtained by a vote, a second vote will take place between the two persons who received the largest number of votes, if necessary after an 'in between'-vote.

Article 17

1. Meetings are chaired by the President or, in his/her absence, by a person assigned by the board. If no board members are present, the meeting itself provides for its management.
2. The opinion expressed by the President at the meeting, that a decision has been taken by the meeting, is decisive. The same applies to the content of a taken decision, insofar as a vote was taken on a proposal which is not laid down in writing.
3. Minutes shall be kept of the proceedings at the general meeting by the Secretary or by a person designated by the President. These minutes shall be adopted at the same or the next general meeting and in evidence thereof shall be signed by the President and the Secretary.

AMENDMENTS OF THE STATUTES

Article 18

1. Amendments of the Statutes can only take place by a decision of the GMA which has been called upon with an announcement that amendments to the Statutes will be proposed there.
2. Those who have summoned the GMA to deal with a proposal to amend the Statutes must provide a copy of that proposal, at least five days before the day of the meeting, in which the proposed amendment is included in writing in an appropriate place for the members, available for inspection until after the end of the day on which the meeting was held.
3. The general meeting may only decide to amend the Statutes by a majority of at least two thirds of the number of votes cast in a meeting in which at least one fifth of the number of members is present.
4. If a proposal to amend the Statutes has not been accepted due to the absence of one fifth of the number of members, as referred to in paragraph 3, the same proposal may be adopted at the second subsequent GMA by a two-thirds majority of the votes cast.
5. The amendment of the Statutes will only take effect after a notarial deed has been drawn up.
6. The provisions of paragraphs 1 and 2 of this article do not apply if all persons entitled to vote are present or represented at the meeting and the resolution to amend the Statutes is taken unanimously.
7. The board members are obliged to deposit an authentic copy of the deed of amendment of the Statutes and a full text of the Statutes, as they read after the amendment, at the office of the Handelsregister kept by the Kamer van Koophandel and Fabrieken.

DISSOLUTION AND LIQUIDATION

Article 19

1. The GMA can decide to disintegrate the association, (inter alia) if either AEGEE-Europe or AEGEE-Groningen withdraws from the Convention.
2. The provisions of article 18, paragraphs 1, 2, 3, 4 and 6 apply mutatis mutandis to a decision of the GMA to dissolve the association, the quorum in this case amounts to three quarters of the number of members.
3. By its decision referred to in the previous paragraph, the GMA will determine the allocation of the surplus, in accordance with the aim of the association as much as possible.
4. Unless the GMA decides otherwise, the liquidation will be carried out by the board.
5. After the disintegration, the association will continue to exist insofar as this is necessary to liquidate its assets. During the liquidation, the provisions of the Statutes remain in force as much as possible. In documents and announcements issued by the association, the words "in liquidation" must be added to its name.

REGULATIONS

Article 20

1. The GMA can adopt one or more regulations that regulate subjects that are not or not fully provided for by these Statutes.
2. Regulations may not contain provisions that contravene the law or these Statutes.
3. The provisions of article 18, paragraphs 1, 2 and 6 apply mutatis mutandis to decisions to adopt and amend a regulation.

END OF THE STATUTES

The deed of which was executed in Groningen on the date stated in the head of this deed.

The transparency is known to me, notary.

The contents of the deed have been submitted to them and explained. The appearer stated that they would not appreciate a full reading of the deed, that they received a draft deed in

due time before it was executed, that they had taken note of the contents of the deed and that they agreed with the contents.

This deed has been read in a limited way and was signed immediately afterwards by the apearer and then by me, notary.

Follows signature

[signature]