

ARTICLES OF ASSOCIATION

ARTICLE 1 Name and Registered Office

The association is named: HARAMBEE and is based in Enschede. The association was founded on the twenty-third of September nineteen hundred and sixty-four and was entered into for an indefinite period of time.

ARTICLE 2 Objective

- 2.1 The objective of the association is to promote the volleyball game and club life of its members at the University of Twente.
- 2.2 The association tries to achieve this objective by:
 - a. forming a bond between its members;
 - b. giving them the opportunity to play volleyball;
 - c. making propaganda for the game of volleyball;
 - d. representing its members with the Dutch Volleyball Association, to which it is affiliated;
 - e. taking all measures that may lead to an increase in the level of play of the members of the association;
 - f. the deregistration of and participation in matches, in particular by participating in the competition organised by the Dutch Volleyball Association;
 - g. spreading the knowledge of the rules of the game of volleyball among the members of the association;
 - h. If there is a Sports Council, representing its members at the University of Twente Sports Council of which it is a member;
 - i. all legal means at its disposal, which may be conducive to the objective.

ARTICLE 3 Members and Donors

- 3.1 The association has:
 - a. ordinary members;
 - b. extraordinary members;
 - c. honorary members;
 - d. donors

Where these articles of association refer to members, these include both ordinary and extraordinary members, unless explicitly stated otherwise.
- 3.2 Students can apply to the board as an ordinary member, according to the Student Union facilities card regulations. The board decides on their admission. In case of rejection by the board, an appeal to the general meeting is possible. The general meeting can still decide on admission.
- 3.3 Other persons can apply to the board as extraordinary members. The board decides on their admission. In case of rejection by the board, an appeal to the general meeting is possible. The general meeting may still decide on admission. For extraordinary members, further admission requirements can be regulated by internal regulations.
- 3.4 An extraordinary member becomes an ordinary member of the association by operation of law at the moment that that member is enrolled as a student at the University of Twente or complies with the Student Union facilities card regulations.
- 3.5 Application for membership shall be made in writing to the address of the secretary.
- 3.6 Honorary members are natural persons, who have been appointed as such by a general meeting of the association on the basis of their merits towards the association. Such a resolution shall require a majority of at least two-thirds of the votes validly cast.
- 3.7 Members must also be members of the Dutch Volleyball Association.
- 3.8 Donors are those who financially support the association with an annual contribution.

ARTICLE 4 Annual Contributions

- 4.1 The members and the donors are obliged to pay an annual contribution, the amount of which will be determined annually by the general meeting. For this purpose, they may be divided into categories paying different contributions.
- 4.2 In special cases, the board may grant full or partial exemption from paying a contribution.

ARTICLE 5 Termination of Membership

- 5.1 Membership ends on:
- a. death;
 - b. resignation;
 - c. disqualification.
- 5.2 Termination on behalf of the association of a member shall only be possible if that member fails to fulfil its obligations towards the association, as well as when the association cannot reasonably be required to allow the membership to continue.
- 5.3 Notice of termination by the member may be given without giving reasons.
- 5.4 Termination of the membership can only take place in writing towards the end of the association year, whereby a notice period of at least four weeks must be observed. Contrary to the above, the membership may be terminated immediately if the member or the association cannot reasonably be expected to allow the membership to continue.
- 5.5 Dismissal shall be effected by the Board and may only take place if a member acts contrary to the articles, regulations or resolutions of the association or if the association is unreasonably disadvantaged.
- 5.6 The board shall notify the member concerned as soon as possible of a decision to terminate the membership by the association and of a decision to expel, stating the reasons. Within one month after receipt of such notification, the member concerned may appeal to the general meeting. During the appeal period and pending the appeal, the member shall be suspended.
- 5.7 If membership is terminated in the course of a year of membership, however, the annual contribution for the current year shall remain payable in full.

ARTICLE 6 Termination of Donors

- 6.1 The rights and obligations of donors may be terminated at any time by mutual notice. However, the annual contribution for the current year shall remain due in full.
- 6.2 Termination on behalf of the association shall be effected by the board.

ARTICLE 7 Board

- 7.1 The board consists of at least three persons and is appointed by the general meeting from among its members.
- 7.2 Board members are nominated by the board or by at least five members.
- 7.3 The board elects a chairman, a secretary and a treasurer from among its members, who together form the day-to-day management. Only the functions of secretary and treasurer may be combined in one person.
- 7.4 The board shall draw up a resignation roster in which, if possible, one-third of the number of board members in office shall resign each year. Retiring board members are eligible for reappointment.
- 7.5 A board member may be dismissed by the general meeting.
- 7.6 Membership of the board also terminates on:
- a termination of membership;
 - b declining.
- 7.7 Subject to the approval of the general meeting, the board shall be authorised to conclude agreements to purchase, sell and encumber the registered property.

7.8 The association shall be represented in and out of court by two members of the executive board.

ARTICLE 8 Management Decision Making

- 8.1 The board meetings are chaired by the chairman of the board or his deputy. In the absence of the chairman and their deputy, another board member to be appointed by the board will act as chairman.
- 8.2 The opinion expressed by the chairman that the board has decided is decisive. The same applies to the content of a resolution passed, insofar as a vote has been taken on a proposal that has not been recorded in writing.
- 8.3 If, however, the correctness of the opinion referred to in the previous paragraph is disputed immediately after it has been pronounced, a new vote shall take place in which the decision to be made shall be recorded in writing. As a result of this new vote, the legal consequences of the original vote shall lapse.
- 8.4 Each proposal shall be voted on separately and orally, unless the chairman or a board member wishes otherwise.
- 8.5 The secretary or a person designated by the board shall take minutes of the proceedings of each meeting, which must be recorded by the board at the next board meeting.

ARTICLE 9 Association Year

The association year runs from 1 August to 31 July of the following calendar year.

ARTIKEL 10 General Meetings

- 10.1 An annual general meeting - the annual meeting - is held in September at the latest.
- 10.2 At the annual meeting, the board publishes its annual report and, on presentation of the necessary documents, accounts for its management in the past year. Adopting the accounts by the annual meeting discharges the Board from liability.
- 10.3 At the annual meeting, a committee shall be appointed from the members, consisting of at least two persons, who may not be members of the board. This committee shall report its findings on its examination of the board's accounts at the next annual meeting, which shall be held at that meeting. The board is obliged to provide the committee with all the information it requires, to show it the treasury and valuables and to allow it to inspect the books and documents of the association. The charge of the committee may at any time be withdrawn by the general meeting by the appointment of another committee. If the examination of the accounts requires special accounting knowledge, the committee may be assisted by an expert on behalf of the association.
- 10.4 Other general meetings shall be held as often as the board deems desirable.
- 10.5 Furthermore, the board shall be obliged to convene a general meeting at a term not exceeding four weeks, if at least one-tenth of the members entitled to vote or, if less, fifteen members entitled to vote so request in writing. If the board has not complied with this request within fourteen days, the petitioners themselves may proceed to convene the meeting.
- 10.6 The notice convening a general meeting shall be given in writing to the addresses of the members or by e-mail, stating the subjects to be discussed, within a period of at least seven days. Contrary to the above, general meetings may not be held during periods of academic holidays of the University of Twente, nor on generally recognised public holidays.
- 10.7 Each member of the association has one vote. A member may cast their vote by another member authorised in writing. A member may be authorised by no more than one other member.

- 10.8 Unless the Articles of Association provide otherwise, all resolutions shall be passed by majority vote.
- 10.9 Donors and other persons invited by the Board shall have access to general meetings, but they shall not have the right to vote.
- 10.10 An opinion expressed at the meeting by the chairman that a resolution has been passed shall be decisive. If a proposal has not been laid down in writing, his opinion on the content of the resolution passed shall also be decisive. If, however, the correctness of this opinion is disputed immediately after it has been pronounced, a new vote shall be taken at the request of the majority of the meeting, or, if the original vote was not by roll call or in writing, at the request of a person present with voting rights, in which case the resolution to be passed shall be recorded in writing. As a result of this new vote, the legal consequences of the original vote shall lapse.
- 10.11 General meetings shall be chaired by the chairman of the board or their deputy. If the chairman and his deputy are absent, the meeting itself shall provide for this.
- 10.12 The secretary or a person designated by the board shall take minutes of the proceedings at each meeting. The minutes shall be published by the body corporate of the association or otherwise notified to the members and must be adopted by the next meeting.

ARTICLE 11 Committees

The general meeting can set up committees by which the board can be advised, or to which the execution of a certain task can be assigned. A committee is accountable to the board for the task it has performed.

ARTIKEL 12 Amendment of the Articles of Association

- 12.1 A resolution to amend the articles of association may only be adopted by a general meeting convened especially for that purpose, stating that an amendment to the articles of association will be proposed, with a majority of at least two-thirds of the votes cast at a meeting at which at least three-quarters of the members with voting rights are present. If at this meeting at least three-quarters of the voting members are not present, a resolution to amend the articles of association may be passed at a subsequent meeting, to be held no later than two months after the first meeting, regardless of the number of members present, by a majority of at least two-thirds of the votes cast.
- 12.2 Those who have issued the notice convening this meeting must deposit a copy of the proposal, containing the verbatim text of the proposed amendment, in a place suitable for that purpose for inspection by the members at least five days before the meeting until after the day on which the meeting is held.
- 12.3 An amendment of the articles of association shall not take effect until a notarial deed has been drawn up.

ARTICLE 13 Dissolution

- 13.1 The association may be dissolved by a resolution of the general meeting. The provisions of Article 12 shall apply *mutatis mutandis*.
- 13.2 The destination of the credit balance after liquidation shall be determined by the members' meeting. The credit balance shall not be paid to members personally.

ARTICLE 14 Internal regulations

The general meeting may adopt by-laws. The by-laws may not be contrary to the law or to the articles of association.