

CHANGE OF STATUTES

Wjh / kbo / 2012.551690.01

Present **the eighteenth of April two thousand and thirteen**, reported to me, Mr. Willem Jan Hordijk, notary in Enschede:

1. Ms. **Fetsje Gerjanne Meijer**, born in Dongeradeel on the twentieth of July nineteen hundred and ninety-two, Dutch identity card number ITHHK29P9, issued in Enschede on the twenty-seventh of February two thousand and thirteen, residing in 7531 XN Enschede, Gladiolentstraat 30, unmarried and not registered as a partner;
2. Mr. **Jurriaan Bas van Wakeren**, born in Hengelo (Overijssel) on the twelfth of September nineteen hundred and ninety-two, Dutch identity card number ISJLPBFL0, issued in Enschede on the twenty-fifth of October two thousand and eleven, residing in 7411 EX Enschede, Haverstraatpassage 64 A, unmarried and not registered as a partner,

in this respect acting to implement a decision made by the General Members' Assembly of the Association: **SIRIUS**, statutorily established in Enschede, holding office in 7522 NB Enschede, Drienerlolaan 5, building Spiegel, registered in the commercial register under the number 40073057, this association further to be called: the "**association**".

The people who reported to me declared:

- a. That the General Members' Assembly of the association during the assembly of the nineteenth of June two thousand and twelve and a new General Members' Assembly (due to not meeting the quorum) on the twenty-ninth of June two thousand and twelve has decided to change the statutes of the association completely and to adopt the new, as is further described;
- b. That the people who reported to me had been authorised to realise the change of statutes during the stated assembly.

The noted decision is supported by two excerpts from the minutes of the previously mentioned assembly, of which a copy has been attached to this deed.

The existence of the noted authorisation, has been sufficiently proven to me, the notary.

In view of the above, the people who reported to me declared they wanted to change the statutes such that they would, in their entirety, be as follows:

STATUTES

Name and location

Article 1.

1. The association carries the name:
SIRIUS
2. The association is located in **Enschede**.

Goal.

Article 2

1. The association has the goal of looking after the study interests of the students of study programmes, as described in the Internal Regulations, at the University of Twente, as well as promoting contact between students, former students and those who are otherwise connected to the faculties Behavioural, Management and Social Sciences and Science & Technology and the University of Twente.
2. The association can, in the context of its goal, bargain rights for the benefit of the members. As per decisions made by the General Assembly with at least a two thirds majority of the votes, the association can enter agreements which are charged to the members.

Members.

Article 3.

1. The association has:
 - a. Members;
 - b. Honorary members;
 - c. Members of merit;
 - d. Patrons.
2. People who:
 - a. Are enrolled as a student at the University of Twente;
 - b. Are former students of the study programmes of the University of Twente stated in the Internal Regulations;
 - c. Are in another way connected to the faculty Management and Governance of the University of Twente or members of the sections affiliated with the faculty at the University of Twente;
 - d. Have, in any way, an affinity with one of the study programmes stated in the Internal Regulations, can subscribe as a member through writing to the board. In these statutes, “through writing” includes all conventional channels of communication. Conventional channels of communication are further specified in the Internal Regulations.
3. The board decides on the admission of members.

A decision must be made known to the person in question within two months after an application is made. In the case of non-admission by the board, the General Assembly can decide in favour of admission after all.
4. Honorary members are those who, on the basis of title, function or name, are or were of extraordinary merit to the association and are appointed as such by the General Assembly, upon a proposal of the board, and accept this appointment.
5. Members of merit are those who, on the basis of proven service, are or were of extraordinary merit to the association and are appointed as such by the General Assembly, upon a proposal of the board, and accept this appointment.
6. Patrons are those who support the association with an annual minimum contribution.
7. Unless explicitly stated otherwise, from here onwards, “members” includes honorary member and members of merit and “membership” includes honorary membership and membership of merit.

Member registration.

Article 4.

The board keeps a register containing the names and addresses of the members. It is compulsory for the members to ensure that the board knows their address.

Annual contributions.

Article 5.

1. The members, honorary members and members of merit not included, and the patrons are committed to pay an annual contribution, the amount of which is to be determined annually by the General Assembly. They can be divided into categories which pay a different amount.
2. In exceptional cases, the board can fully or partially exempt members from paying a contribution.

Termination of membership.

Article 6.

1. Membership terminates:
 - a. Through death of the member;
 - b. Through cancellation by the member;

- c. Through termination by the association;
 - d. Through expulsion.
- 2. Cancellation by the member can take place without providing a reason.
- 3. Termination by the association is done by the board and is only possible:
 - a. If a member does not fulfil his or her duties towards the association;
 - b. When it is not reasonable to require the association to allow the membership to continue.
- 4. Cancellation of membership takes place in writing.
 In terms of cancellation of membership, the following must be taken into account:
 - a. Cancellation by the member can take place throughout the financial year but the member still owes the contribution fee for the current financial year. In deviation of the aforementioned, a member can cancel their membership with immediate effect, provided it can no longer reasonably be expected to continue the membership as well as within a month after informing the member of a mutation of the association to another legal form or to a merger.
 - b. A member cannot cancel his or her membership with immediate effect in the case of a change in the contribution fee.
- 5. Expulsion is done by the board and can only take place if a member acts in violation of the statutes, the internal regulations or association decisions, or if a member unreasonably harm s the association.
- 6. The board must inform the member in question of the decision of termination by the association and the decision to expel without providing reason as soon as possible. Within a month of being informed, the member has the possibility to appeal to the General Assembly. During the appeal period, the member is suspended.
- 7. If membership ends in the course of the financial year, the member still owes the full contribution.

Cancellation of patrons.

Article 7.

- 1. The rights and duties of patrons can be terminated at any time through cancellation by the patron or the association.
 The annual contribution fee for the current year must still be paid in full.
- 2. Termination by the association is done by the board and takes place in writing.

Board.

Article 8.

- 1. The board consists of at least three people and is appointed for a one-year term by the General Assembly.
- 2. In the case that the board temporarily consists of less than three people, it maintains its authority, on the condition that it summons a General Assembly as soon as possible to fill the opening(s).
- 3. Members are chosen as candidate for a board year by the board or at least ten members.
- 4. The chairman and the treasurer are appointed for their function.
 The board appoints a secretary and vice-chairman from among its members.
 The positions of secretary and vice-chairman can be combined.
- 5. A board member can be dismissed or suspended at all times by the General Assembly.

Board authority.

Article 9.

- 1. The board is charged with the task of managing the association.

2. The board has the authority to enter agreements to acquire, sell and charge property subject to registration, given it has the approval of the General Assembly.
3. The board does not have the authority to enter agreements whereby the association functions as deposit or as main co-debtor, advocates for third parties or acts as collateral for the debt of another. The absence of approval as stated in paragraph 2 can be invoked against third parties.

Representation.

Article 10.

1. The board represents the association, insofar as the law does not prescribe otherwise.
The authority to represent falls to the chairman, together with either the vice-chairman, the secretary or the treasurer.
2. In all cases in which the association has a contradictory interest than that of one or more board members, the association will be represented by the person or persons who are appointed, either annually or otherwise, by the General Assembly.

Board meetings and board decisions.

Article 11.

1. Every year at least one meeting must be held.
2. Furthermore, meetings will be held when the chairman sees this as desirable or if one of the other board members files a written request to hold a meeting, noting the topics of the meeting. In the case that the meeting does not take place within three weeks, the requester is authorised to summon a meeting, given he or she takes into account the required formalities. The summoning for the meeting takes place in writing, at least three days before the meeting, not including the day of the summoning and the day of the meeting.
3. The summons to meet must include the agenda, as well as the date and time of the meeting.
4. If all board members are present during the meeting, valid decisions can be made about all topics, given general votes are taken, even if the requirements for the summons and holding the meeting are not met.
5. The meetings are led by the chairman; in absence of the chairman, the meetings are led by the vice-chairman.
In the case that the vice-chairman is also absent, the board appoints an alternative chairman.
6. The board can only make decisions if the majority of the board is present or represented during the meeting.
A board member can, in writing, authorise another board member to cast a vote on their behalf.
7. Votes take place verbally, unless a board member requests a written vote.
A written vote takes place using anonymous, closed forms.
Blank votes are considered as not cast.
8. Every board member has the right to cast one vote.
All decisions are taken based on an absolute majority of the votes.
9. The judgement passed by the chairman of the board meeting regarding the outcome of the vote is decisive. The same counts for the content of a decision taken, insofar as a vote was taken about a proposal not laid down in writing.
10. In the case that there is doubt about correctness of the chairman's judgement immediately after it has been passed, a new vote will take place if the majority of those present at the meeting or, in the case that the vote did not take place individually or in writing, if one board member finds it desirable. The decision to be made must be noted in writing. Through this new vote, the legal effect of the original decision expires.

11. Minutes are kept of what is discussed during the meetings. The minutes are ascertained by the chairman and the secretary and, as evidence to this fact, signed by both.
12. The board can also make decisions outside of board meetings, given all board members are given the opportunity to make their opinion known in writing and if none of them have any objections to this form of decision-making. When a decision is made in this way, the secretary collects all of the responses into one account which is then added to the minutes once it has been co-signed by the chairman.

Financial year.

Article 12.

1. The financial year consists of twelve months which are further specified in the Internal Regulations.
2. The board is obligated to administratively keep track of the state of the association's capital and everything concerning the association's activities. All relevant accounts, documents and other data carriers must be kept in such a way that the rights and duties of the association can be considered at all times.
3. Within three months of the financial year ending, the board must draw up the association's balance and the state of costs and benefits on paper.
4. The board is obligated to keep the accounts, documents and other data carriers mentioned in both previous paragraphs for seven years.

General Assembly.

Article 13.

1. General Assemblies must be held in the municipality where the association is located.
2. Annually, within six months of the end of the financial year, unless this term is extended by the General Assembly, a General Assembly must be held: the Annual Assembly.
3. During the Annual Assembly, the board presents an annual report about the implemented policy of the past year. The annual report must be prepared by the secretary and the treasurer. The board presents the balance and the state of costs and benefits for approval by the General Assembly.
Based on the accounts, approval and accountability by the General Assembly allows the board dismissal from its policy, insofar as this can be proven from the documents.
4. Annually, the General Assembly appoints a committee of at least two members who are not allowed to be a board member. This committee examines the balance and the state of costs and benefits and reports its findings to the General Assembly.
The board is obligated to provide this committee with all information desired to perform the examination, to show the committee the cash register and its values if required and to provide insight into the accounts and documents of the association.

Other General Assemblies.

Article 14.

1. Other general assemblies are held as frequently as the board sees as desirable.
2. Furthermore, the board has an obligation to summon a General Assembly within a term of no more than four weeks in the case that at least one tenth of the members eligible to vote request this in writing.
If the board has not acted on this request within fourteen days, the requesters can move to summon the General Assembly themselves.

Summoning a General Assembly.

Article 15.

General Assemblies are summoned by the board, maintaining what is decided in article 14 paragraph 2. The summoning is sent in writing to the addresses of the members as these are stated in the members' register, noting the topics to be discussed, at least seven days before the Assembly.

Admission and voting rights.

Article 16.

1. Members who are not suspended have access to the General Assembly. A suspended member has access to the General Assembly in which a decision is to be made about the suspension and has the right to speak regarding this matter.
2. The chairman of the assembly decides about the admission of other members other than those referred to in paragraph 1.
3. Every member of the association that is not suspended has one vote. A member can authorise another member who is eligible to vote to cast a vote on his or her behalf. This authorisation must be in writing.

Chairmanship/minutes.

Article 17.

1. The General Assemblies are led by the chairman of the board or the vice-chairman. In the absence of the chairman and vice-chairman, the board appoints another board member to lead the Assembly. If the chairmanship isn't appointed in this way, the assembly will do the appointment itself.
2. The secretary of another person appointed by the board keeps minutes of what is discussed during each Assembly. The minutes are ascertained by the chairman and the minute taker and are signed by both as evidence of this. The minutes are presented for approval during the following General Assembly.

Decision-making of the General Assembly.

Article 18.

1. Insofar as the statutes do not prescribe a larger majority, decisions are passed through an absolute majority.
2. Blank votes are regarded as not cast.
3. All votes take place verbally unless the chairman of the General Assembly finds a written vote more desirable or if one of those eligible for voting requests such a vote. Written votes must be anonymous and on closed forms.
4. The judgement passed by the chairman about the vote is decisive. The same counts for the content of the decision taken, insofar as a vote was cast about a non-written proposal. In the case that there is doubt about correctness of the chairman's judgement immediately after it has been passed, a new vote will take place if the majority of those present at the Assembly or, in the case that the vote did not take place individually or in writing, if one person who is eligible to vote and is present desires this. Through this new vote, the legal effect of the original decision expires.
5. A unanimous vote by all members, even if they are not gathered in an assembly, has, given it is taken with the board's knowledge, the same effect as a decision made by the General Assembly.

Internal Regulations.

Article 19.

1. The General Assembly can establish Internal Regulations. The Internal Regulations may not be contradictory to the law or to the statutes.

2. The association can establish one or more committees, the details of which are further organised in the Internal Regulations, including an application committee.
3. The Internal Regulations contain a description of the study interests as referred to in article 2.

Change of statutes.

Article 20.

1. A decision to change the statutes can only be taken by the General Assembly, which should be summoned specially for this purpose and under the notice that a change of the statutes will be presented.
A decision to change the statutes can only be taken with a majority of at least two-thirds of the votes cast in an assembly in which more than half of the members are present or represented. In the case that not more than half of the members is present or represented, a second assembly, meaning the following assembly, can decide about the change of statutes, given it is summoned in the aforementioned manner and with at least two-thirds of the votes cast.
2. Those who summon the assembly must place a copy of the proposal in a suitable place for inspection by all members at least five days before the assembly. In this copy, the literal proposed change must be noted. The copy must remain available for inspection until the end of the day on which they assembly is held.
3. A change of statutes takes effect once a notarial act has been drawn up. Every board member is authorised to execute this act.

Dissolution.

Article 21.

1. The association can be dissolved through a decision by the General Assembly. That which is decided in paragraph 1 of the previous article has effect accordingly.
When the decision to dissolve is taken, a guardian of the accounts and documentation is appointed.
2. Insofar as the General Assembly does not appoint any other liquidators, the board members act as liquidators for the association's capital.
3. That what is left over of the capital after paying the creditors is transferred evenly to the members. When deciding to dissolve the association, the decision can however also be taken for a different destination for the surplus.
4. After the liquidation, the association's accounts and documentation must be kept for ten years by the guardian referred to in paragraph 1.

This deed was executed in Enschede on the date that is noted in the header of this deed.

The people who reported to me, are known to me, the notary public.

The content of this deed was told and explained to them.

The people who reported to me have declared not to value a complete reading of this deed, to have taken note of the content of this deed timely before the execution of the deed and to consent with the content of the deed.

Immediately afterwards, a limited reading of the deed took place and it was signed by the people who reported to me and by me, notary public.