



## **AMENDMENT OF THE ARTICLES OF ASSOCIATION**

of Association BeeVee

having its registered office in Nijmegen Deed dated: 12 January 2017

### Ten Berge notarissen

Mr C. B. A. Gips  
Mr M. R. M. Tesser  
Mr H. A. W. Megens

21659724/MT/PA  
AMENDMENT OF THE ARTICLES OF ASSOCIATION  
**ASSOCIATION BEEVEE**

Today, twelve<sup>2</sup> January two thousand and seventeen, appeared before me, Mr Marcus Robert Marie Tesser, public notary having its registered office in Nijmegen:

Ms Pleunie Akkers, at the offices of Berg en Dalseweg 9, 6521 JA Nijmegen, born in Nijmegen on twenty-five April nineteen hundred eighty-seven, acting as the authorised representative of the full board of the association: BEEVEE, having its registered office in Nijmegen, having its offices at Heyendaalseweg 135 (room HG00.150), 6525 AJ Nijmegen, registered in the trade register of the Chamber of Commerce under number 40145830 (RSIN 803956356), hereafter referred to as: 'the Association' and legally representing the Association as such.

**POWER OF ATTORNEY**

The power of attorney is attached to this deed.

The person before me, the public notary, has stated the following:

**INTRODUCTION**

1. The Association was incorporated by way of notarial deed on twenty-five April nineteen hundred eighty-five, passed before A.H.M. Rieter, the public notary having its registered office in Nijmegen at that time.
2. The articles of association of the Association were last amended by notarial deed on twenty-two December two thousand eleven, passed before H. Oosterdijk, public notary in Nijmegen.
3. On sixteen November two thousand sixteen the general meeting of members of the Association has decided to amend the articles of association of the Association. The document that substantiates this decision has been attached to this deed.
4. The appearer has been authorised by the full board to document this amendment of the articles of association by notarial deed.

**AMENDMENT ARTICLES OF ASSOCIATION**

As a result of the decision to amend the articles of association, the articles of association will be as follows, effective immediately:

## ARTICLES OF ASSOCIATION

### Article 1

#### **Name and registered office**

1. The name of the association is: BeeVee.
2. The company has its official seat in Nijmegen.

### Article 2 Purpose

The purpose of the association is to represent the biology students registered at the Radboud University in Nijmegen, in the broadest sense of the word.

It aims to achieve this purpose by:

- providing study materials at the most reasonable price;
- promoting the mutual contact between the members;
- providing additional education;
- publishing information;
- representing the biology students in the area of education within the educational institute for biosciences

### Article 3

#### **Membership**

1. The association has:
  - a. annual members;
  - b. study members;
  - c. honorary members;
  - d. members of merit.
2. Annual members can be students who have registered with the Bachelor study Biology or a Master study (Medical) Biology at Radboud University in Nijmegen, with as basic discipline biology, either as students or as external students and who are accepted as such pursuant to that stated in article 4.
3. Study members can be students who have registered with the Bachelor study Biology or a Master study (Medical) Biology at Radboud University in Nijmegen, with as basic discipline biology, either as students or as external students and who are accepted as such pursuant to that stated in article 4.
4. Honorary members are members appointed by the general meeting of members due to their contribution to the association or for the benefit of the purpose of the association with consent of the relevant person.
5. Members of merit are members appointed by the general meeting of members due to their extraordinary contribution to the association or for the benefit of the purpose of the association with consent of the relevant person.

### Article 3.A

#### **Friends of BeeVee;**

Friends of BeeVee are members who have confirmed to be willing to support the association financially and have been accepted as such pursuant to that stated in article 4.

### Article 4

#### **Admission**

1. An annual member is allowed as soon as the commitment towards the association to pay an annual contribution as determined by the general meeting of members has been

complied with, the member has agreed to the general terms and conditions membership and the board has agreed to the admission.

2. A study member is allowed as soon as the commitment towards the association to pay a one-off contribution as determined by the general meeting of members has been complied with, the member has agreed to the general terms and conditions membership and the board has agreed to the admission.

3. An honorary member or member of merit is appointed as such upon the proposal of the board or at least three members with voting rights by the general meeting of members by a two thirds (2/3) majority of the validly cast votes. This majority is determined in the manner described in article 16 subsection 8 of the articles of the association.

4. A friend of BeeVee is admitted as soon as the commitment towards the association for the payment of a minimum contribution as determined by the general meeting of members has been completed and the board agrees to the admission.

## **Article 5**

### **Suspension**

The board is authorised to suspend a member for a period of no more than two months, when the member repeatedly violates his membership obligation and/or has seriously violated the interests of the association with his behaviour and/or acts. During the suspension period of a member, the rights linked to the membership cannot be exercised.

## **Article 6**

### **Termination of the membership**

1. The membership ends:
  - a. upon the death of the member;
  - b. upon the written or electronic notice given by the association on behalf of the board. This termination can be effectuated when a member no longer complies with the requirements the articles of association impose in respect of the membership. This termination can also be given when the association cannot reasonably be expected to allow the membership to continue. The person involved is authorised to file an objection against the termination at the next general meeting of members. The procedure described in article 6 subsection 1 applies in full to the extent possible.
  - c. for annual members and study members upon termination of the registration as student or external student at the Bachelor study Biology or a Master study (Medical Biology) at Radboud University Nijmegen with biology as basic discipline. Annual members can also terminate the membership after the lapsing of the association year within the meaning of article 2 of the house rules;
  - d. by way of written or electronic notice given by the member during the association year. The board is not obliged to repay any part of the membership fee;
  - e. by way of removal; this decision can only be taken by a majority of two thirds (2/3) of validly cast votes at the general meeting of members and after the person involved has been heard by the general meeting of members. This majority is determined in the manner described in article 16 subsection 8 of the articles of the association. In the absence of the person involved, a new general meeting of members must be called after at least two weeks and no more than four weeks.

When the person involved cannot attend this meeting due to a force majeure, then the general meeting of members has the right to extend this period. A person can only be removed when a member violates the articles of association, regulations and/or decisions taken by the association or unreasonably disadvantages the association.

2. The honorary membership and the membership of merit can be terminated by the association when the association is damaged in any way by the honorary member or the member of merit; this decision can only be taken with at least two thirds (2/3) majority of legally cast votes at the general meeting of members. This majority is determined in the manner described in article 16 subsection 8 of the articles of the association.

## **Article 7**

### **Member rights**

1. The rights of annual members and study members are:
  - a. the active and passive election right and the voting right;
  - b. participating in activities of the association at the most reasonable price;
  - c. obtaining a discount on study materials.
2. The rights of the honorary members and members of merit are:
  - a. attending the general meeting of members with a right to speak, but without voting and election right, unless they are registered with the Bachelor study Biology or a Master study (Medical) Biology at Radboud University Nijmegen with Biology as basic discipline as student or external student;
  - b. participating in activities of the association at the most reasonable price;
  - c. obtaining a discount on study materials.

## **Article 7.A**

### **Rights of friends of BeeVee**

The rights of friends of BeeVee are:

- a. attending the general meeting of members with speaking right, but without voting and election right, provided the board gives its permission;
- b. the participation in the activities of the association unless the board or the organising committee determines otherwise. Participating in activities at the most reasonable price;

## **Article 8**

### **Committees**

1. The association has activity committees, including fixed activity committees and ad hoc committees on which the house rules provide further provisions.
2. The activity committees have the right to organise and perform their own programme in accordance with the purpose of the relevant committee, unless the board deems that this is not in the interest of the association.
3. The board will initially decide on the number of ad hoc committees; the house rules provide further provisions in this respect.

## **Article 9**

### **The board**

1. The board consists of members who are authorised to vote. The minimum number of

- board members is three. The appointment is done by the general meeting of members.
2. The board consists of a chairman, secretary and a treasurer and other board members; the house rules provide further provisions in this respect.
  3. The appointment of the board members is made on the basis on one or more binding proposals. A proposal can be made by the board, as well as by at least ten percent (10%) of the members with a voting right whereby a number of fifteen members with voting rights suffices. All these proposals must be notified to the board at least five days before the relevant general meeting of members takes place.

## **Article 10**

### **End board membership**

1. Each board member can be suspended or discharged at all times by the general meeting of members with an absolute majority of validly cast votes. This absolute majority is determined in the manner described in article 16 subsection 8 of the articles of the association. Each board member can also be suspended by a unanimous decision taken by the other board members, provided a reason is provided. If a suspension is not followed by a decision for dismissal taken by the general meeting of members within three months, then the suspension automatically ends upon lapsing of that period.
2. After a period of one year the full board will resign. No more than two thirds (2/3) of the resigning board can then be reappointed. A person can complete no more than three terms as a board member during his membership.
3. The board membership also ends as a result of:
  - a. written termination of the position from the remainder of the board;
  - b. termination of membership of the association. However, the board is authorised to extend the board membership, after written or electronic request thereto from the board member in question, for a period of no more than six months with due observance of the legal provisions.
4. In an intermediate vacancy a member is appointed as general board member by the general meeting of member by two thirds (2/3) majority of the validly cast votes. This majority is determined in the manner described in article 16 subsection 8 of the articles of the association. If there are multiple vacancies, the board must appoint temporary board members for the open positions after which a general meeting of members must be called and held within two and four weeks.

## **Article 11**

### **Board positions and decision-making process within the board**

1. The board can be appointed by the general meeting of members. These board members can only hold one position.
2. Minutes will be drawn up by the secretary or another board member appointed by the chairman of that discussed during each board meeting, which will then be confirmed and signed by the board.
3. Each board member has one vote. The house rules provide further rules regarding the authorities of the board and the decision-making process within the board.
4. When more than two thirds (2/3) of the board members is present, decisions are taken with an absolute majority of the validly cast votes. When less than two thirds (2/3) of the

board members are present or less than three board members are present, the board is not authorised to take decisions. In case of a tie, the vote of the chairman is decisive.

5. A board member can have himself represented by a fellow board member thereby providing a written or electronic proxy deemed sufficient by the chairman of the meeting. A board member can only represent one other board member.
6. The board can also take decisions other than at the meeting if all the board members cast their vote in writing in favour of the proposal.  
A written statement also includes a readable and reproducible message sent electronically to the address that the board has established for this purpose, sent to all the board members.

## **Article 12**

### **Board tasks and authorities**

1. The board of directors is responsible for managing the association.
2. The association is exclusively represented by the board.
3. The authority to represent is also given to two jointly acting directors.
4. The authority of the board and board members stated in three previous subsections for the representation of the association also exists if there is a conflict of interest between the association and one or more board members.
5. A board member to be appointed by the board must maintain regular contact with the various participation councils.
6. The board is authorised to perform legal acts (including the obtaining of study materials) which do not exceed the amount stated in the house rules.
7. The board is authorised, provided the general meeting of members has approved, to:
  - a. perform legal activities of which the financial impact exceeds the amount stated in the house rules or that binds the association for more than one year;
  - b. the entering into of agreements whereby the association is granted a (bank) credit;
  - c. the concluding of agreements whereby the association binds itself as surely or as joint and several fellow debtor, provides surety for a third party or binds itself for the surety for a debt of a third party;
  - d. the concluding of agreements for the purchase, sale or mortgaging of registered goods.
8. Subsections 6 and 7 only have internal effect with the exception of that stated in subsection 7 sub d.

## **Article 13**

### **Financial year/Accounts and annual statement and reports**

1. The financial year is equal to the calendar year.
2. The board must keep a record of the assets of the association, so that all the rights and obligations are known at all times.
3. The board must keep the documents referred to in article 13 subsection 2 and those referred to in article 14 for seven years.

## **Article 14**

### **Annual meeting (General meeting of members), cash audit committee etc.**

1. The general meeting of members is held annually within six months after the end of each financial year. The board will inform its members of its annual report regarding the state

of affairs in the association and its policy during this meeting. The board provides a balance sheet and a profit and loss account including additional information for the meeting's approval. These documents are signed by all the board members; if the signature of one or more directors are absent, then this is reported, thereby specifying the reason.

2. The general meeting of members appoints a cash audit committee on the general meeting of members on which the board changes. A cash audit committee consists of at least two persons. A board member cannot be a member of the cash audit committee. In addition at least one person should not be a former board member of BeeVee. The cash audit committee audits the balance sheet and the profit and loss account of the association and reports its findings to the general meeting of members. If the audit requires particular accounting skills, then the committee can engage the services of an audit in consultation with the general meeting of members, payable by the association.
3. The board must provide all the information to the cash audit committee, show it the cash and the value of the association and provide access to the accounts and documents of the association.
4. Approval by the general meeting of members of the accounts and the responsibility are sufficient for the board for a discharge, except in respect of that not clear from the accounts.
5. If the approval of the accounts and the responsibility are refused, the general meeting of members will appoint another committee consisting of at least three members, which will conduct another audit into the accounts and responsibility. This committee has the same authority as the cash audit committee. The general meeting of members will report on its findings within one month after the appointment. If the approval is again refused, then the general meeting of members will take measures which it considers in the interest of the association.
6. That stated in subsection 2, 3 and 5 does not apply if the meeting is given a statement of accounting regarding the reliability of the documents within the meaning of article 2:393 subsection 1 Dutch Civil Code.

## **Article 15**

### **General meeting of members**

1. The general meeting of members are attributeded all the authorities in the association not imposed on the board by law or the articles of association.
2. The general meeting of members is called at least twice a year by the board any time the board considers this necessary or upon request of at least ten percent (10%) of the members with voting rights whereby a number of fifteen of members with voting rights suffices. The full agenda and all the relevant documents must be available for the members at least two weeks before the general meeting of members will commence. The manner in which this is made available is notified in entities as detailed in the house rules.
3. The convocation will be sent at least two weeks before commencement of the general meeting of members by way of the entities as referred to in the house rules.
  - a. The general meeting of members is chaired by the chairman or its replacement.



- b. That discussed at the general meeting of members is documented in the minutes by the secretary or another member appointed by the chairman.

## **Article 16**

### **Decision-making process**

1. The general meeting of members is public unless the board or the general meeting of members decides otherwise.
2. Annual members and study members, honorary members and the members of merit registered as students or external students at the Bachelor study Biology or a Master study (Medical Biology) at Radboud University Nijmegen with biology as basic discipline and those invited by the board or the general meeting of members have speaking right.
3. The general meeting of members is authorised to take decisions if at least ten percent (10%) of the members with voting rights are present or represented and cast a vote. When this percentage is not achieved, the board must call another general meeting of members between two and four weeks after the initial meeting. Decisions can be taken during this second meeting, regardless of the number of members with voting rights taking part, on subjects with regard to which the minimum number of votes was not achieved during the first meeting.
4. The general meeting of members is not authorised to take decisions in July and August.
5. Votes are cast by raising hands unless the chairman decides otherwise or if at least ten percent (10%) of the members with voting rights present submit a request for a written vote to the chairman.
6. All annual members and study members, honorary members and members of merit who are registered as students or external students of the Bachelor study Biology or a Master study (Medical Biology) at Radboud University Nijmegen with biology as basic discipline, each have one vote.
7. With regard to determining to which extent the required number of members takes part in a vote, blank votes are included. Blank and invalid votes are not taken into account during the decision-making process; in deviation of that stated in this sentence, the blank votes are taken into account if the number of blank votes exceeds the total number of validly cast votes in favour or against. In that case the board must withdraw the vote. The board or the proposing party takes the opportunity to again clarify the proposal to the general meeting of members and provides the general meeting of members the opportunity to ask questions, after which another vote takes place. If the number of blank votes again exceeds the majority of the validly cast votes in favour or against, the board will withdraw the vote for the current general meeting of members.
8. An absolute majority is half of the validly cast votes plus one (1).
9. In case of a tie, when the number of votes in favour is equal to the number of votes against, then the proposal is deemed to have been rejected.
10. If the vote concerns persons, then the person who receives an absolute majority of the votes cast is elected, as stipulated in article 16 subsection 8 of the articles of association. If nobody has received the absolute majority of the votes cast, then a second vote is done between the persons who received the largest number of validly cast votes and the person who receives the absolute majority of validly cast votes is

elected as stipulated in article 16 subsection 8 of the articles of association. If the votes are tied during this second vote, the general meeting of members decides on the following procedure.

11. Each member can have himself represented by a fellow member thereby providing a written or electronic proxy deemed sufficient by the chairman of the meeting. One member can only represent two other members. The represented member is deemed present during the general meeting of members and will be taken into account when determining the minimum number of votes.
12. The general meeting of members is authorised to appoint or remove the fixed activities committees within the meaning of article 8 to or from the association. Upon establishing a fixed activities committee a chairman must be appointed immediately. Further rules regarding the appointment or termination of a fixed activities committees are documented in the house rules.
13. The board is authorised to set up ad hoc committees. Upon establishing an ad hoc committee a chairman must be appointed immediately. Further rules regarding the appointment or termination of ad hoc committees are documented in the house rules.

#### **Article 17**

##### **Amendment articles of association**

1. A proposal can be made for the amendment of the articles of association by the board, as well as by at least ten percent (10%) of the members with a voting right whereby a number of fifteen members with voting rights suffices.
2. The articles of association can only be changed after a decision of the general meeting of members for which a convocation was sent at least thirty days prior to the meeting, thereby specifying that an amendment of the articles of association will be proposed. Amendment proposals must be made available at least two weeks before commencement of the relevant meeting of members. The manner in which this is made available is notified in entities as detailed in the house rules. Counter proposals must be notified to the board at least one week prior to the relevant general meeting of members.
3. A decision can be taken for the amendment of the articles of association during the relevant meeting with a majority of two thirds (2/3) of the validly cast votes. This majority is determined as described in article 16 subsection 8 of the articles of association in a meeting in which at least twenty percent (20%) of the members with voting rights are present.
4. If less than twenty percent (20%) of the members with voting rights take part in the vote, then a second general meeting of members will be called and held within two to four weeks after the first meeting. In this general meeting of members, decisions can be taken on proposals discussed at the previous meeting. In the relevant meeting a decision can be taken with two thirds (2/3) of the validly cast votes, provided at least ten percent (10%) of the members with voting rights takes part in the vote. This majority is determined in the manner described in article 16 subsection 8 of the articles of the association. If the minimum number of votes is again not achieved, the articles of association will not be amended.

#### **Article 18**

### **House rules**

1. The general meeting of members can determine the house rules and make decisions to change it, whereby everything is arranged that is deemed necessary, provided this does not violate the law or the articles of association.
2. A proposal for the amendment of the house rules can be submitted by the board or by at least ten members with voting rights at least two weeks before the relevant general meeting of members takes place. -----
3. The text of the house rules must be signed by the chairman and the secretary.

### **Article 19**

#### **Dissolution and settlement**

1. The association can be dissolved by a decision of a specially organised general meeting of members for this purpose, with a majority of at least three fourths (3/4) of validly cast votes in a meeting attended by at least two thirds (2/3) of the members with voting rights taking part in the vote.
2. If the minimum of two thirds (2/3) of the members with voting rights does not take part in the vote, then a second general meeting of members is called and held within two and four weeks after the initial meeting, in which a decision can be taken on the dissolution with a majority of at least two thirds (2/3) of the validly cast votes in a meeting attended by at least one third (1/3) of the members with voting rights taking part in the vote.
3. Any positive balance upon a decision of dissolution will be used to look after the interests of the entitled biology students of the educational institute of biosciences of Radboud University Nijmegen and expresses the wish to make this balance available to a new biologists association, if applicable. A committee consisting from three members appointed thereto by the general meeting of members will supervise this transfer.

### **ENCLOSURES**

The following documents have been attached to this deed:

- The minutes of the general shareholders meeting;
- one (1) proxy.

### **FINAL PROVISION**

The person appearing before me is known to me, the notary public.

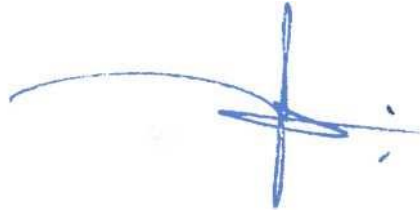
This deed has been passed in Nijmegen on the date stated in the letterhead of this deed.

Following the summary of the content of this deed and the explanation thereof, whereby all the appearers have been informed, they have confirmed to be aware of the content of this deed.

After the limited reading this deed was signed by the appearer and me, the notary public.

(signatures)

ISSUED FOR COPY



2.