

BYLAWS OF THE NIJMEEGSE STUDENTEN DEBATVERENIGING TRIVIUM

Notarised on 18 January 2006.

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Name and office

1. Article 1

1.1. The name of the association is: **NIJMEEGSE STUDENTEN DEBATVERENIGING TRIVIUM.**

1.2. Its registered office is in the municipality of Nijmegen.

Purpose

2. Article 2

2.1. The purpose of the association is: promoting debating and public speaking in an accessible way, as well as stimulating and maintaining interpersonal contacts between students of the different faculties of the Radboud University Nijmegen, among other things by organising, co-organising and having activities organised for its members, both within and outside the university.

2.2. It seeks to achieve this goal, among other things, by

- a. organising debate meetings;
- b. organising courses;
- c. organising meetings with prominent guest speakers;
- d. collecting knowledge and expertise on debating;
- e. participating in (inter)national debate tournaments;
- f. cooperating with other organisations in so far as this serves the purpose;
- g. organising and participating in social activities;
- h. all other legal means that may be beneficial to the purpose.

Membership

3. Article 3

3.1. Ordinary members are those who have applied to the board and have been admitted by the board. Only those who are registered as students at the Radboud University in Nijmegen can be admitted as ordinary members of the association. Those who are not enrolled at the Radboud University in Nijmegen, and who have submitted a request for membership to the board, may exceptionally be admitted by the board.

3.2. Both natural persons and legal entities can be members.

3.3. If the board does not admit members (both registered and unregistered students at Radboud University Nijmegen), the general assembly may yet decide to admit them. Only those persons or legal entities that endorse the objectives of the association and actually wish to participate in the association's activities may be admitted as members.

- 3.4. Honorary members shall be those persons who have been appointed as such by the members' meeting on the board's recommendation due to their extraordinary merits towards the association or in connection with the association's purpose. Their membership shall be valid for five years with the possibility of subsequent reappointment by the association's board.
- 3.5. Membership is personal and therefore not transferable nor can it be acquired by inheritance.
- 3.6. The Abactis of the association shall keep a meticulous membership register.

Suspension

4. Article 4

The board is authorised to suspend a member for up to two months, if the member repeatedly violates his membership obligations or has seriously harmed the interest of the association by their actions or conduct. During the period a member is suspended, any rights attached to membership may not be exercised.

End of membership

5. Article 5

5.1. Membership ends:

- a. by the death of the member
- b. through termination by the member
- c. through termination on behalf of the association;
- d. through expulsion;
- e. in case of a legal entity: by ceasing to exist.

5.2. The following provisions shall apply to termination by a member:

5.2.1. Termination of membership by the member shall be effected by written notification, which must be in the possession of the Abactis before one August of the current Association year. The Abactis shall be obliged to confirm receipt thereof in writing or by e-mail within eight days. If notice of termination has not been given in time, the membership shall continue until the end of the next membership year, unless the board decides otherwise or the member cannot reasonably be expected to continue the membership.

5.2.2. A member may terminate its membership with immediate effect within one month after it has been informed of a resolution to convert the association into another legal form or to merge or split up.

5.3. Termination of membership by the association may be effected by the board with due observance of a notice period of at least one month, if

- the member has ceased to meet the requirements which at any time may have been set by the Bylaws for membership;
- the member has been admitted to the association, while the member is not registered as a student at Radboud University Nijmegen (see Article 3.1).

Termination by the board may result in immediate termination of the membership, if the association cannot reasonably be expected to continue the membership.

- 5.4. Expulsion from membership may only be pronounced if a member acts or has acted contrary to the articles, rules or resolutions of the association or if the member concerned harms or has harmed the association in an unreasonable manner. The expulsion shall be effected by the board, which shall immediately inform the member concerned of the decision, stating the reason(s). The person concerned shall be entitled to appeal to the general assembly within one month after receipt of the notification.
The member shall be suspended during the appeal period and pending the appeal. The resolution of the general assembly to expel a member shall require a majority of at least two-thirds of the votes validly cast.
- 5.5. If membership ends in the course of an association year, irrespective of the reason or cause, the full contribution for the current association year shall nevertheless remain owed by the member, unless the board decides otherwise.
- 5.6. A member may not, by terminating its membership, exclude the applicability to it of a resolution by which its financial obligations are increased on the basis of these Bylaws. This shall not affect the possibility of resignation under paragraph 2 of this Article.

Funds

6. Article 6

- 6.1. The following applies with regard to the funds:
- 6.1.1. The financial resources of the association may be formed by, among other things:
- membership fees and contributions of members
 - contributions of donors;
 - turnovers;
 - donations;
 - subsidies;
 - sponsorship fees;
 - profits from association activities, entrance fees and course fees;
 - inheritance and gifts.
- 6.1.2. The association only accepts inheritances under the privilege of description of contents.
- 6.2. Except for honorary members, each member shall pay a membership fee, the amount of which shall be determined annually by the general assembly at the annual meeting upon proposal by the board.
In addition, each member shall pay the charges for any special activities or unforeseen expenses determined by the general assembly, insofar as these have been approved in advance by the general assembly on the basis of the budget or otherwise; these charges may not exceed the membership fee on an annual basis.
The foregoing shall not affect any charges or contributions for voluntary activities in which the members take part.

Board

7. Article 7

7.1. The board shall be charged with running the association, with due observance of the provisions of Article 8.

7.2. The board shall consist of at least three natural persons. The number of board members shall be determined by the general assembly on the proposal of the board.

If the number of board members has fallen below the minimum, the board shall nevertheless remain competent as long as at least two board members are in office. The board is obliged to promote that the board is composed again in accordance with these Bylaws as soon as possible.

The board members shall be appointed by the general assembly upon binding nomination by the board.

The binding nature of the nomination may be overruled by a resolution of the general assembly passed by at least two-thirds of the votes cast, where at least twenty per cent (20%) of the members are present or represented at the meeting. If the binding nature is removed by means of a resolution, the board members shall be appointed by the general assembly.

7.3. The board shall appoint an Abactis and a Quaestor from among its members. The Praeses is always appointed as such by the General Assembly.

7.4. The general assembly may suspend or dismiss a member of the board. A majority of at least two-thirds of the valid votes cast shall be required for a resolution to this effect. A suspension that is not followed by dismissal within one month shall end by the expiry of that period.

7.5. The board members are authorised to resign, provided that this is done in writing with a notice period of at least three months.

7.6. A board member shall be appointed for a period of one year. The retiring board member may be re-elected immediately.

7.7. The board is only authorised to conclude agreements to acquire, dispose of or encumber registered property, for agreements whereby the association binds itself as surety or joint co-debtor, warrants performance by a third party or provides security for the debt of a third party, with the approval of the general meeting. In this respect reference is made to article 8 paragraph 2 of these Bylaws.

The board needs the approval of the general meeting for entering into money loans and renting or leasing registered property.

The absence of such approval may not be invoked by the association or the other party.

Representation

8. Article 8

8.1. The association is represented by the board or by the Praeses and the Quaestor jointly. Each board member may also be represented by a written proxy.

8.2. The limitation of the board's powers in Article 7 paragraph 8 shall also apply to the power of representation. This restriction may only be invoked by the association.

Financial year, bookkeeping and annual accounts

9. Article 9

- 9.1. The financial year (also the association year) runs from the first of September of each year up to and including the thirty-first of August of the following year.
- 9.2. The board is obliged to keep such records of the financial position that any rights and obligations may at any time be known from them.
- 9.3. The board is obliged to keep the documents referred to in paragraph 2 and those referred to in Article 10 for seven years.

Annual meeting, audit committee

10. Article 10

- 10.1. A general assembly (annual meeting) shall be held within six months after the end of each financial year.
At this meeting, the board shall present its annual report on the course of events in the association and on the policy conducted. It shall submit the balance sheet and the statement of income and expenditure with an explanation to the meeting for approval. These documents shall be signed by all members of the board; if the signature of one or more of them is missing, this shall be reported, stating the reasons.
- 10.2. Annually, but no later than thirty days before the annual meeting, the General Assembly shall appoint a committee of at least two members, who may not be members of the board, for the examination of the documents referred to in paragraph 1. The committee shall report its findings to the General Assembly. If the examination requires special accounting knowledge, the committee may be assisted by an expert at the expense of the association.
- 10.3. The board shall be obliged to provide this committee with all information it requests, to show it the treasury and the values of the association and to allow it inspection of the association's books and documents.
- 10.4. Approval by the general assembly of the annual accounts shall discharge the board from liability, except for what is not apparent from the books.
- 10.5. If the approval of the accounts is refused, the General Assembly shall appoint another committee consisting of at least three members, which shall re-examine the accounts. This committee shall have the same powers as the committee previously appointed. Within one month after its appointment, it shall report its findings to the General Assembly. If approval is still refused, the general assembly shall take such measures as it deems necessary in the interest of the association.
- 10.6. The provisions of paragraphs 2, 3 and 5 shall not apply if a statement concerning the fairness of the accounts issued by an auditor as referred to in Section 2:393(1) of the Dutch Civil Code is submitted to the assembly.

Convening the General Assembly

11. Article 11

- 11.1. The general assembly shall be convened by the board, observing a period of at least seven days. The meeting shall be convened by a written announcement to be sent to all members. A written communication shall also be understood to mean a convocation by e-mail.
- 11.2. In addition to the annual meeting referred to in Article 10, General Assemblies shall be held as often as the board considers this desirable, as well as as often as requested in writing, stating the subjects to be discussed, by at least such a number of members as is authorised to cast one-tenth of the votes in the General Assembly, if all members are present or represented thereat.
- 11.3. Upon receipt of a request as referred to in paragraph 2 the board shall be obliged to convene a General Assembly in a term of no more than four weeks. If the request for convocation is not complied with within fourteen days after it has been received by the board, the applicants themselves may proceed to convene the general meeting in the manner in which the board convenes the General Assembly.

Decision-making

12. Article 12

- 12.1. The following applies to decision-making at the assembly:
 - 12.1.1. Only members have access to the general assembly. They shall each have one vote. Each member shall be entitled to have their vote cast by another member authorised in writing. However, no one may act as proxy for more than one member. Suspended (board) members shall not be admitted to the meeting, with the exception of the meeting at which the resolution of suspension is discussed. The General Assembly shall decide on the admission of other members.
 - 12.1.2. Resolutions can only be passed if twenty percent (20%) of the members are present or represented at the assembly. If this is not the case, a second assembly may be convened after five days and within thirty days; at this second assembly, resolutions may be passed on the subjects of the first assembly regardless of the number of members present or represented, unless these Bylaws specify otherwise.
- 12.2. A unanimous written resolution of all the members, even if they are not convened in an assembly, shall have the same force as a resolution of the general assembly, provided it is passed with prior knowledge of the board. Such a resolution shall be recorded in the minute book by the Abactis and shall be reported at the next general assembly.
- 12.3. Voting on matters shall take place orally, voting on persons in writing. The adoption of proposals by acclamation is possible provided this is done on the proposal of the Praeses and with the consent of the assembly.
- 12.4. All resolutions shall be adopted by an absolute majority of votes, unless the Bylaws provide otherwise. In the event of a tied vote, the proposal shall be rejected. In the event of an election, the person who secures more than half of the votes shall be elected. If the votes are tied at the second ballot, lots shall be drawn.

Votes shall mean validly cast votes. Blank votes are not valid votes.

- Those who vote blank or invalid shall only count towards the quorum.
- 12.5. A decision pronounced at the meeting by the Praeses regarding the outcome of the vote is decisive. However, if the correctness of this decision is challenged immediately after it has been pronounced, a new vote shall take place when the majority of the meeting or, if the original vote did not take place by headcount or in writing, a person present who has voting rights so requires. The legal consequences of the original vote shall be annulled by this new vote.

Chairing the meeting, minutes

13. Article 13

- 13.1. The Praeses of the board shall chair the meetings. In the case of their absence or inability to act, the Quaestor and, in their absence, another member of the board, to be determined by the board, shall act as chairperson of the meeting.
- 13.2. The Abactis or a member of the meeting designated by the Praeses shall take minutes of the proceedings of the general assembly which shall be placed on the agenda of the next general assembly.

Amendments to the bylaws

14. Article 14

- 14.1. The Bylaws may only be amended following a resolution of the General Assembly, which was convened with the announcement that the amendment of the Bylaws will be proposed. The period for convening such a meeting must be at least fourteen days.
- 14.2. Those who have called the general assembly to deal with a proposal to amend the Bylaws must make a copy of that proposal, in which the proposed amendment(s) are included verbatim, available for inspection by the members in an appropriate place at least five days before the day of the meeting until after the day on which the meeting was held.
- 14.3. An amendment of the Bylaws may only be decided upon by a general assembly in which at least half of the total number of members is present or represented, with a majority of at least three-fourths of the valid votes cast.
- 14.4. In the absence of the required quorum, and irrespective of the number of members present or represented at the assembly, the amendment of the Bylaws may be decided upon at a subsequent meeting to be held at least five days, but no later than thirty days after the first, by a majority of three-fourths of the votes.

Amendments to the Bylaws outside of the assembly

15. Article 15

The provisions of Article 14 shall not apply if at the general assembly all members are present or represented and the resolution to amend the articles of association is passed unanimously.

Entry into force of amendments to the Bylaws

16. Article 16

- 16.1. The amendment of the Bylaws shall not take effect until after a notarial deed has been drafted. Each board member is authorised to have the deed drawn up.
- 16.2. The board members shall be obliged to deposit an authentic copy of the amendment and a continuous text of the amended bylaws at the office of the Chamber of Commerce where the association has its registered office.

Dissolution and liquidation

17. Article 17

- 17.1. The association shall be dissolved by a resolution of the general assembly passed by at least three-fourths of the number of valid votes cast at a meeting where at least half of the total number of members is present or represented. Furthermore, the association shall be dissolved in the other cases stipulated by law (Section 19 of Book 2 of the Dutch Civil Code).
- 17.2. In the absence of the required quorum, and irrespective of the number of members present or represented at the meeting, the resolution to dissolve the association may be adopted by a majority of three-fourths of the votes cast at a subsequent meeting to be held at least five days, but not later than thirty days after the first meeting.
- 17.3. The announcement of the assemblies referred to in paragraphs 1 and 2 of this article must state that a proposal will be made at the assembly to dissolve the association. The period for convening such assemblies must be at least fourteen days.
- 17.4. If no liquidators have been appointed by a resolution for dissolution, the liquidation shall be carried out by the board in accordance with the legal provisions.
- 17.5. Any positive balance shall be used for purposes to be determined by the general assembly as most in accordance with the purpose of the association. The liquidators shall transfer the surplus for that purpose.
- 17.6. After the dissolution, the association shall continue to exist in so far as this is necessary for the liquidation of its assets. During liquidation the provisions of the Bylaws and rules and regulations shall remain in force as far as possible. In documents and announcements emanating from the association, the words: in liquidation, must be added to its name.
- 17.7. The books and records of the association must be kept by a natural person or legal entity to be appointed by the liquidators for a period of seven years after the liquidation.

Rules of procedure

18. Article 18

- 18.1. The general assembly may lay down further rules by means of rules of procedure with respect to the membership, the induction, the amount of the membership fees, admission fees and charges (on the understanding that no increase is possible that is not based on these Bylaws), the duties of the board, the assemblies, the manner of exercising the right to vote, the management and use of any building of the association and all other subjects whose regulation is desirable.

- 18.2. The Rules of Procedure may be amended by resolution of the general assembly, at the board's proposal, or if requested in writing by at least half of the association's members.
The general assembly may only decide to do so after the board, if the proposal for amendment has not originated from it, has had the opportunity to consider this amendment.
- 18.3. The Rules of Procedure may not contain any provisions that deviate from or are in conflict with the provisions of the law or the Bylaws, unless the deviation is permitted by the law or the Bylaws.

Closing provision

19. Article 19

In all cases not provided for by the law, the Bylaws or the Rules of Procedure, the board decides.