



Present, twenty eighth of March nineteen hundred ninety four.

Appeared before me, Jozef Hendrik Willem VERSTEEG, notary posting Maastricht:

1. Mr. Marcel van beek, student, resident 3620 Veldwezelt, gemeente Lanaken, België, Berenhofstraat 6, born in Amsterdam on twenty fifth of February nineteen hundred sixty nine, unmarried.
2. Mr. Rogier Louis Jacques Willem Thissen, student, resident 6164 GL Geleen, Lienaertsstraat 218, born in Spaubeek on fourteenth of june nineteen hundred seventy three, unmarried.
3. Mr. Anthony Henricus Dymphna Helena Beckers, student, resident 6215 VM Maastricht, Juniperhof 91, born in Maastricht on the fourth of August nineteen hundred seventy five, unmarried.

Which appearing declare with this document to establish an association under the following statutes:

#### ARTICLE 1. NAME AND SEAT

The association has the name: Studievereniging der studie Kennistechnologie "Incognito" and is established in Maastricht, by abbreviating names "Incognito".

#### ARTICLE 2. AIM

1. The association should represent the aims of the interests of the kennistechnologie students from the Faculteit der Algemene Wetenschappen from the Rijksuniversiteit Limburg and the students from the Limburg Universitair Centrum Diepenbeek, Department Wiskunde, Natuurkunde and Informatica, study Informatica-Kennistechnologie, in Belgium, on all fronts, the promotion of communication between students Kennistechnologie/Informatica-Kennistechnologie, between the students and the Rijksuniversiteit Limburg and the Limburgs Universitair Cenrum Diepenbeek, between students and other universities in The Netherlands, Belgium and other countries and between students and associations which are not linked to a university, institutions and organisations, in The Netherlands, Belgium and other countries, while contributing to the profiling from the before named universities and study, both within and outside the before named universities.
2. It does not have the aim to make profit for distribution between its members.
3. It must aim to reach these objectives through appropriate and lawful means.

#### ARTICLE 3. DURATION

The association is created for an indefinite time.

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#### ARTICLE 4. MEMBERS

1. Allowed as a member will be ones that study at the faculty of Algemene Wetenschappen from the Rijksuniversiteit Limburg from Maastricht and at the Limburgs Universitair Centrum Diepenbeek Kennistechnologie respectfully Informatica-Kennistechnologie, if one has studied these studies and after a request has been submitted to the board.
2. The board has a register with names and addresses from all members, honorary members, prospective members and patrons noted down.
3. The membership of the association is person bound.

#### ARTICLE 5. CATEGORIES OF MEMBERS

1. Aspiring-members are those that are wishing to become members of the association, but are not yet accepted as members
2. Benefactors are those that have declared themselves willing to financially support the association with a minimum contribution that is to be determined by the G.A
3. Aspiring-members and benefactors have no other rights or duties then those given to them in or through these statutes
4. Honorary members of the association are those that upon proposition of the board are appointed as such due to extraordinary services. An honorary member has meeting- and voting rights and is also exempt from payment and contribution and other set contributions.

#### ARTICLE 6. ADMITTANCE TO MEMBERSHIP

1. The board decides the admission of members, aspiring-members and benefactors.
2. In case of not accepting a members, the G.A can upon request of the aspiring-members still accept said aspiring-members.
3. The board is required to notify the aspiring member of its non acceptance as member including the reasons of the decision with a reference to paragraph 2 of this article within 3 months of the original request made by the aspiring member.

#### ARTICLE 7. RIGHTS OF BENEFACTORS-ASPIRING-MEMBERS

Besides the other rights that are granted to aspiring-members and benefactors by or through these statutes, they have the right to attend events organised by the association, for which they are required to receive notice in case members receive a notice.

#### ARTICLE 8. TERMINATION OF MEMBERSHIP

1. Membership is terminated when:
  - a. A member ceases living;
  - b. A member cancels its membership;

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| c. When terminated by the association. This can happen in the cases brought forward by these statutes, and also when a member has seized fulfilling the prerequisites of a membership as one should according to these statutes, when he can no longer fulfill his responsibilities towards the association, or when according to reason the association can no longer be expected to let the membership persist. |
| d. Trough relief. This can only be done when a member takes action against the association's rules, statutes or decisions, or damages the association in a negative sense.  |
2. Termination on behalf of the association or expulsion from membership is done by the board.
  3. Termination of the membership by the member or by the association can only happen towards the end of the association year and taking into account a 4 week long term of notice. On the other hand, a membership can be terminated immediately in case the association or the member can reasonably no longer keep the membership going.
  4. A termination in conflict with that mentioned in the previous point, will make the membership terminated at the earliest allowed point in time, following from the date on which it was cancelled.
  5. Nevertheless a member within a month, after the decision, if the duties of the member have become more burdened, has been announced, by terminating his membership with the relevancy of the board to exclude his respect.
  6. From the decision to terminate a membership on behalf of the association and from the decision to denial of membership the member at hand will as quickly as possible be notified in writing with a statement of reasons by the board, accompanied by mention of the possibility of appeal as stated in paragraph 7 of this article. This ability is not relevant in the case of a decision where the burdening of duties were of monetary reasons.
  7. The concerned member is able to, within one month of receiving knowledge of the verdict, appeal to this openly on the G.A During the month in which the appeal can be made and the time the appeal is pending, the member will be suspended.
  8. Whenever the membership in the course of the association year ends, the yearly contribution remains indebted fully, unless the board on a case by case basis might decide differently.

#### ARTICLE 9. END OF RIGHTS BENEFACTORS

1. The rights and obligations of aspiring-members and of a benefactor end by termination which at all times with mutual agreement can be agreed on, provided that the yearly contribution over the entire association year is still indebted fully and the association keeps and fulfills full responsibilities towards the benefactor over the running association year.
2. Termination on behalf of the association occurs by the board

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#### ARTICLE 10. CONTRIBUTION

1. The members, aspiring-members and benefactors are obligated to pay a yearly contribution, which will be determined by the G.A and can be increased. The members, aspiring-members and benefactors can be put into different categories, each paying different contributions. The G.A determines the appointed time when this amount should be paid.
2. The board is authorized in special cases to grant partial or full exemption from the obligation to pay the determined contribution.

#### ARTICLE 11. BOARD

1. The board consists of at least 3 members or as many more as the G.A determines.
2. The board members are elected by the G.A from the association's members, with regard to what is described hereafter. The chairman is elected as such by the G.A. The other board functions are divided by the board itself.
3. The election of board members comes forth from one of more binding nominations, notwithstanding the provisions of paragraph 4. Both the board and 10% of the total members entitled to vote are allowed to bring forward such nominations. The nominations of the board are communicated when the G.A is announced. A nomination brought forward by 10% of the total members entitled to vote has to be proposed in writing before the start of the G.A to the board.
4. All nominations can lose their binding character by a vote with at least two/three of the brought out votes by the G.A.
5. If no nominations have been made, or in the case nominations have been brought forward to the board in time, or the G.A decides to take away the binding character of the nominations that have been made, then the G.A is free in choice.
6. In case more than one binding nominations have been made, an election will occur from the nominations wherein all nominated candidates with a binding character are put on one list in alphabetical order provided that the candidates brought forward by the board are mentioned first.

#### ARTICLE 12. SUSPENSION AND DISCHARGE

1. Even if a board member is appointed for a set amount of time, he can at all times be suspended or resigned by the G.A.. A suspension that is not followed up on within three months with a decision will lead to a discharge by law.
2. Every board member steps down periodically one year after being elected. The person stepping down is at any time re-electable for a period of one year.
3. A board membership ends prematurely if:
  - a. Through termination of membership by the association
  - b. By discharge from the board member himself.

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### ARTICLE 13. POSITIONS AND DECISION-MAKING

1. The functions of treasurer and secretary can be covered by one person.
2. Everything treated in every G.A. will be made into minutes by the secretary, that are in turn determined and signed by the chairman and secretary. The verdict of the chairman regarding the formation of a decision is deciding. The same goes for the content of a made decision, as far as was voted for a non-written determined proposition. The determined in article 20 is as it applies.
3. In the bylaws additional rules concerning the G.A.s and concerning the decision making of the board can be defined.

### ARTICLE 14.AUTHORIZATIONS

1. Subject to the restrictions in these statutes the board is charged with governing the association and is responsible for the registrations in regard of the association in the association register of the “kamer van koophandel” (Chamber of Commerce) in accordance with “artikel 29 boek 2 van het burgerlijk wetboek” (Article 29 of book 2 of the Civil Code).
2. If it is the case that the number of board members has fallen below the statutory minimum, the remaining board members remain authorized to govern the association. The board is in this case obliged to, within three months after the occurrence of this case, to organize a G.A. where the applications will be discussed.
3. The board is authorized to, under its accountability, have certain parts of its task executed by committees appointed by the board.
4. The board is authorized to concluding agreements to purchase, dispose of or encumber registered property provided that in advance the G.A. with a majority of at least two-thirds of the valid votes cast has decided. In the absence of this approval, the board is not authorized to concluding an agreement concerning this property. The Board is not authorized to conclude agreements where the association commits itself as guarantor or co-debtor, linked to a third party.
5. Furthermore, the approval of the G.A. is required for the following board decisions, before coming into effect, namely:
  - a. The renting , hiring and other forms of utilization or enjoying receiving or giving of real estate;
  - b. The providing, as well as the acquiring a money loan and the entering agreements where the association where a bank loan is granted.
  - c. The establishment of settlements, compromises or agreements.
  - d. Taking legal action, including the conduct of arbitral proceedings, yet with exclusion of taking precautionary measures and the conducting of those measures that can not be delayed.
  - e. Engaging or changing employment contracts and all other proceedings not included in the above that include an amount of money or value greater than

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5'000.00 guilder or an amount fixed by the G.A., unless in a budget approved by the G.A. money has been reserved.

In the absence of this sub fifth approval referred may not be invoked by and against third parties.

6. The association will be in and out of court represented by:

- a. The board
- b. Two joint operating board members.

#### ARTICLE 15. FINANCIAL ADMINISTRATION

1. The association year coincides with the financial year of the association and runs from November of each year until October 30 of the following year.
2. The board is required to take such notes regarding the equity state of the association and that it can be concluded from these notes which rights and obligations are currently in effect. The treasurer is required to inform the board immediately if at any moment the association regardless of reason is not able to fulfill its financial obligations.
3. In the general assembly mentioned in article 17 the board publishes its financial report and, in the form of a balance and a statement of income and expenses, accounts for the governance in the previous financial year. After the end of the term each member can demand the account in judicial governance.
4. The board is required to preserve the documents described in paragraphs 2 and 3 for ten years.

#### ARTICLE 16. FINANCIAL COMMITTEE

1. Unless during the G.A. an external professional is chosen, the members of the club choose a minimum of two people to form a financial committee. These members may not be part of the board. After the boards term has ended every member may request to examine the finances of the previous boards year.
2. If the examination of the finances and the justifications of the expenditures requires professional assistance then the financial committee may request the assistance of a professional. The board is required to show the commission all financial matters it wishes to see.
3. If the committee is having a hard time with its task, the general assembly may create a new financial committee.

#### ARTICLE 17. GENERAL ASSEMBLY

1. During the general assembly - (translator's note: the Dutch statuten clarify that they mention the general assembly by another name as well, in the english version we only refer to it as the general assembly) - all the authorizations not encompassed by the law, statutes or other organ will be discussed and appointed.

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2. Yearly, at most six months after the end of the association's year calendar, save for extensions on the term by the general assembly, a general assembly - annual meeting - will be held. This annual meeting needs to discuss:
  - a. The annual report, accounts and accountability to article 15. With the report of an external expert or financial committee.
  - b. The naming of a possible financial committee for the next year.
  - c. filling any vacancies.
  - d. The proposition of the board or members, named in the invitation for the general assembly or a temporary addition to it.
3. Other general assemblies can occur as often as the board or the members of the organisation desire.
4. The president and the secretary are required to organise a general assembly if ten percent of the member base desires there to be a general assembly After a written notice has been sent in they then have four weeks at most to organise this general assembly.
5. If after fourteen days there has been no response from the board, the members of the club may organise their own general assembly using the rules described in article 21.

#### ARTICLE 18. ADMITTANCE AND VOTING RIGHT

1. All members and honorary members, excluding banned ones, are granted admittance to the general assembly Non-members are allowed access if and only if an invitation was sent to them. A banned member can be granted permission to attend by the board.
2. Admittance to the general assembly except for people described in article 18.1 Must be decided on by the general assembly.
3. Every member and honorary member, excluding banned ones, have the right to vote.
4. Every member and honorary member is allowed to give his or her voting rights to another member, excluding banned ones, in the form of a written note.

#### ARTICLE 19. PRESIDENCY AND MINUTES

1. The general assembly is led by the president of the board or his or her replacement. In the absence of the president and his or her replacement another board member must act as the president, who is appointed by the board. If the board doesn't choose a temporary president then the general assembly must.
2. All topics and discussion that occur at the general assembly must be noted down by the secretary of the board or a replacement if the secretary is un-capable. At the end of the general assembly the president and the secretary must sign the minutes. If the members who requested the general assemblies request the board to make the minutes of the general assembly public, then the board has 3 weeks to publish the minutes of the general assembly to its members.

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## ARTICLE 20. DECISION MAKING

1. As long as the statutes or law do not dictate otherwise, all decisions made at the general assembly are taken with an at least absolute majority of the legally made votes. Absolute majority means the first whole number above half of the legally made votes. Abstains are not of value here.
2. In the case of a voting, other than the naming of a person, when the voting is ceased, the proposal is dismissed.
3. In case a vote over the appointment of people does not reach an absolute majority for any of the people, a second free vote is held. In case of a binding nomination these votes will be between the proposed candidates. If still no majority has been reached, there will be a second ballot between the two people that got the most votes in the last vote. In the case that more than two people qualify for this second ballot, then as many second ballots as needed will be held and after that fate, which two people will be brought forward in the second ballot. The one that gets the most votes there will be appointed. In the case of a cease of the voting, fate will decide.
4. The, at the general assembly, spoken verdict from the chairman that the assembly has made a decision is final. The same counts for the content of a made decision when a voting has been held over a non documented adopted proposal.
5. If however directly after the pronounced judgement, named in article 20.4, the correctness of this judgement is called into question, a new voting will take place, when the majority of the assembly or, in the case that the original voting was not done on paper or by headcount, a voting member present if this is desired. Through this second vote, the legal consequences of the first vote will cease to exist.
6. Voting over bussiness happens verbally, above personal written votes, unless the chairman of the association without contradiction by one or more members decides another way. Written voting will take place with unsigned closed notes.
7. A unanimous vote from all the members, even if they are not at the assembly, in the case that they have been informed by the board, has the same power as a decision by the general assembly.
8. When at a general assembly all the members are present or represented, with voting decisions can be made concerning all the subjects at hand - even when it comes to changing the statutes or disbanding - even if no convocation has taken place or if this convocation was done improperly or is another regulation when it comes to the convocation and the holding of the assembly or related formalities will not be respected.

## ARTICLE 21: SUMMONS

1. The G.A. will be organised by the president or by the board. The time and address of the G.A. must be sent to all members of the organisation at least seven days in advance.
2. When announcing the G.A. all points of discussion must be included in the email.

## ARTICLE 22: ALTERING THE STATUTES AND FUSION

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1. The statutes of the association can not be altered in any other way than through a G.A. where a proposal for alteration in the statutes is announced beforehand. A fusion of the association with other legal entities can be decided by a G.A. where in the summons of the G.A. is mentioned that a fusion will be discussed in that G.A.. The statements below in regards to the altering of the statutes is also applied to fusion.
2. Those who have called the G.A. to alter the statutes must give a written version of the change they wish to discuss at least five days before the G.A. This written version must be placed such that the members of the club can read it till the day of the G.A.
3. The first two paragraphs are not applicable if in the G.A. all members are present at the G.A. or represented by someone attending the G.A. and that the decision to change the statutes was decided upon by general vote.
4. A decision to change the statutes requires at least two-thirds of the valid cast votes in a G.A. where at least three-fourths of the association's members is attending or is represented by someone attending the G.A.. If less than three-fourths of the association's members is attending or represented by someone attending, then a second G.A. is summoned and held where the proposition as it was discussed in the previous G.A. , regardless the amount of attending or represented members, a decision can be made, provided that a majority of at least two-thirds of all valid votes that were cast. In the summons of this second G.A. it has to be announced that this is a second G.A. in which said majority can decide upon the proposed alteration to the statutes, regardless the number of attending or represented members.
5. A change in the statutes is not official until it has been notarized. Any member of the board is allowed to go to the notaris and the chamber of commerce to have the change made official.

#### Article 23: RESCISSION

1. The club may be dissolved by:
  - a. A vote in the G.A.
  - b. Bankruptcy.
  - c. A court of law when a law is broken.
  - d. A lack of members.
2. When it comes to the inheritance article 19 and book 2 of the Burgerlijk Wetboek apply. The remainder of the funds falls to those we were member when the club dissolved. Every member will receive an equal split of the money. At the G.A. where the rescission is decided on the destination of the funds can also be changed.

#### Article 24. House Rules

1. The G.A. can decide on a set of house rules.
2. In these house rules all decisions made in regards to the topics discussed in the statutes must be noted down.

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| 3. If the board decides to create a commission then the task, rules, work policy and composition of the commission must be noted down in the house rules. |
| 4. 24.3 is also applied in case the GA decides to create commissions in the association.  |
| 5. The house rules cannot compete with the law or the statuten.   |
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