

## **ARTICLES OF ASSOCIATION**

Today, \_\_\_\_\_ two thousand nineteen appeared before me,

Mr. Carolus Gerardus Johannes Stöger, notary in The Hague:

1 Mrs. Julie Oosterline Heezius \_\_\_\_\_,  
born in Delmas, Haiti, on August 1 nineteen hundred and ninety-nine, identity card number  
\_\_\_\_\_ issued by \_\_\_\_\_  
\_\_\_\_\_;

2 Mrs. Daniëlle Margareta Katherina van Biezen, residing \_\_\_\_\_  
\_\_\_\_\_ born in Sassenheim  
on the twenty-first of April nineteen hundred and ninety-nine, \_\_\_\_\_  
passport number \_\_\_\_\_ issued at \_\_\_\_\_ valid to \_\_\_\_\_ unmarried and not a  
registered partner.

### **INTRODUCTION**

The present persons declared that they are establishing an association, for which the following articles of association apply

### **STATUTES**

#### Name and seat

#### Article 1

1. The association bears the name: Community for International Relations and Organizations Students, also called: CIROS.
2. It has its seat in the municipality of The Hague.

## Goal

### Article 2

1. The purpose of the association is:
  - a. promoting the mutual contact of International Relations and Organizations (IRO) students at Leiden University, as well to represent the interests of these students;
  - b. promoting a community of IRO students;
  - c. cooperating with associations and/or institutions that have a similar objective.
2. It seeks to achieve this goal by, among other things:
  - a. the organization of social and cultural, as well as academic and non-academic activities and events that improve communication between IRO students;
  - b. organizing lectures, conferences, events, informative meetings, and public debates;
  - c. maintaining contact with other associations and/or institutions engaged in similar activities.
  - d. the performance of all further actions which are connected with the above in the broadest sense, or which may be conducive to it.

### Article 3

1. The association has been established for an indefinite period.
2. The financial year of the association is the same as the academic year of Leiden University and runs from September 1 of every year to the 1st of September of the following year.

## Membership

### Article 4

1. The association has two types of members, namely ordinary members and honorary members.
2. Only natural persons may be admitted as members of the association. The board decides on the admission of members. In case of non-admission by the Board, the general meeting can still decide on admission.
3. Honorary members are natural persons who have distinguished themselves towards the association in a to the association in a special way and have been appointed as such by the general member's meeting on the recommendation of the Board.
4. Membership is personal and cannot be transferred or inherited.

### Article 5

1. The membership ends:
  - a. upon the death of the member;
  - b. by cancellation by the member;
  - c. by cancellation by the association;
  - d. by expulsion.

2. Termination of membership by the member can only take place at the end of a financial year.

It is to be made in writing to the board with a notice period of at least four weeks. If a cancellation has not been made on time, membership will continue till the end of the next financial year.

Membership ends immediately:

- a. if the member cannot reasonably be expected to continue to be a member;
- b. within a month after a decision of the members' rights are restricted or their obligations are increased, it has become known or communicated to a member (unless it is a modification of the financial rights and obligations);
- c. within one month after a decision which limits the rights of members or increases their obligations, is known or communicated to a member (unless it concerns a change in the monetary rights and obligations);
- d. within one month after a member has been notified of a decision to convert the association into another legal form, a merger or split.

3. Termination of membership on behalf of the association may be done by the end of the current financial year by the Board:

- if a member, after repeated written reminders has not fully paid their financial obligations towards the association by the first of December.
- if the member has ceased to comply with the requirements for membership laid down in the requirements for membership stipulated in the Articles of Association at that time

The cancellation period is at least four weeks. If a cancellation has not been made on time, membership will continue till the end of the next financial year. However, termination may result in immediate termination of membership if the Association cannot reasonably be expected to allow the membership to continue. The termination shall always be presented in writing, stating the reasons for termination.

4. Expulsion from membership can only be announced when a member is in violation of the statutes, regulations or decisions of the association acts, or when the member unreasonably harms the association. It is conducted by the board and the decision is stated in writing, stating the reasons. The member concerned is authorized within one month after receiving the notice to appeal to the general meeting. The member is suspended during the appeal period and pending the appeal. A suspended member has no voting rights.

5. If membership terminates during a fiscal year, the annual contribution shall remain due in its entirety by the member, unless the Board decides otherwise.

## Donors

### Article 6

1. Donors are those who have been admitted by the board as donors. The board is authorized to cancel the sponsorship by written cancellation.
2. Donors are obliged to give the association an annual financial contribution, the minimum size of which must be determined by the general meeting of members.

3. Donors have the right to attend the general meeting of members. They do not have the right to vote, but they do have the right to speak.

## Contributions

### Article 7

1. Each member shall pay an annual membership fee. The amount of the contribution shall be determined by the general meeting of members. The funds of the association consist of the annual contributions of the donors, deposits, donations, sponsorships and any other income.

## Board

### Article 8

1. The board consists of at least two (2) natural persons, they fulfil the role of president, secretary, and treasurer. The functions of the secretary and treasurer can also be performed by one person. The board can divide the work among themselves. The board can also, with compliance with these articles of association, draw up regulations in which matters concerning the board internally.
2. The board members are appointed by the general meeting from the members of the association. The general meeting of members determines the number of board members.
3. Board members may be suspended and dismissed at any time by the general meeting of members, stating the reasons. The general meeting of members shall decide on suspension or dismissal with a majority of two-thirds of the votes cast.
4. The suspension ends when the general meeting of members has not decided on dismissal within three months. The suspended board member shall be given the opportunity to justify themselves at the general meeting and may be assisted by a legal counsel.
5. Board members are appointed for a period of up to three (3) years. For this purpose one year means the period between two consecutive annual general meetings. The board members resign according to a schedule to be drawn up by the Board. A board member resigning in accordance with the schedule is immediately eligible for reappointment.
6. If the number of board members is below the minimum specified in paragraph 1, the board nevertheless remains competent. The board is obliged to convene a general assembly as soon as possible, at which the provision for the vacancy(s) is discussed.

7. The provisions of articles 11 to 14 apply as much as possible to the meetings and the decision-making process of the board.

#### Article 9

1. The board is responsible for managing the association.
2. The board is, with prior approval from the general meeting of members, authorized to decide to enter into agreements for the acquisition, disposal or encumbrance of registered property.

#### Article 10

1. The board represents the association. The authority to represent the association also belongs to two jointly acting directors.
2. The Board of Directors may grant to one or more persons, whether or not employed by the association, power of attorney or otherwise continuing power of representation.
3. In all cases in which the Association has a conflict of interest with one or more directors, the General Meeting may include one or more persons to represent the Association.

#### General member meetings

#### Article 11

1. The general members' meetings are held in the municipality where the Association has its registered office.

#### Article 12

1. Admission to the general meeting of members is open to all members who have not been suspended, to benefactors, as well as those who have been invited to do so by the Board. A suspended member shall have access to the meeting at which the resolution to suspend him or her is discussed and shall be entitled to speak at that meeting.
2. With the exception of a suspended member, each member shall have one vote at the general meeting of members. Each member entitled to vote may grant another member in writing a proxy to cast his/her vote. A voting member may act as a proxy for no more than two persons.
3. A unanimous resolution of all members with voting rights, even if they are not all convened at a meeting, shall have the same force as a resolution of the general meeting

of members, provided it is passed with the prior knowledge of the Board. This resolution may also be passed in writing.

4. The chairman determines the manner in which the votes in the general meeting.
5. All resolutions for which no greater majority is prescribed by law, or these Articles of Association, shall be passed by an absolute majority of the votes cast. In the event of a tied vote on matters, the proposal is rejected. If the votes are tied when electing persons, lots shall be drawn. If in an election between more than two persons no one has obtained an absolute majority, a new vote shall be held between the two persons who received the greatest number of votes, if necessary

### Article 13

1. The general meetings of members shall be presided over by the chairman or, in their absence, by the oldest member of the Board present. If no board members are present, the meeting itself shall provide for its leadership.
2. The opinion expressed by the chairperson at the general meeting concerning the outcome of a vote shall be decisive. The same applies to the content of a decision taken, insofar as a proposal not laid down in writing was voted on.  
However, if the correctness of the chairman's opinion is disputed immediately after it has been expressed, a new vote shall be taken if the majority of the meeting or, if the original vote did not take place by roll call or in writing, a person present who has a right to vote so requires.
3. Minutes shall be kept of the proceedings at the general meeting of members by the secretary or by a person appointed by the chairman. These minutes shall be adopted at the same or at the next general meeting and in evidence thereof shall be signed by the chair and the secretary of that meeting.

### Article 14

1. The financial year of the association runs from September 1 of every year until 1 September of the following year. At least one general meeting of members shall be held each year and shall be held within six months after the end of the financial year, unless this term is extended by the general assembly. It sets the balance and the statement of income and expenditure with an explanation for approval to the general meeting. These documents shall be signed by the members of the Board. If the signature of one or more of them is missing, this shall be reported, stating the reasons. After expiry of the term,

each member may claim in law that the joint managing directors must fulfil these obligations.

2. If no declaration is submitted to the General Meeting concerning the accuracy of the documents referred to in the preceding paragraph the General Meeting of Shareholders, a declaration drawn up by an expert as referred to in Article 2:121, paragraph 1 of the Dutch Civil Code, and the General Meeting shall annually appoint a committee of at least two members who may not be members of the Board.
3. The Board is obliged to provide the committee with all the information it requests for its investigation, to show it the cash and the values and to allow it inspection of the books and records of the Association.
4. The committee shall examine the documents referred to in paragraphs 1 and 3
5. If, in the opinion of the committee, this investigation requires special accounting knowledge, it may be assisted by an expert at the expense of the Association. The committee shall report its findings to the general meeting of members.

#### Article 15

1. General meetings of members shall be convened by the Board as often as it deems this desirable or as it is required to do so by law.
2. At the written request of at least one-tenth of the members with voting rights, the Board is obliged to convene a general meeting of members, to be held within four weeks after submission of the request. If the request is not complied within fourteen days, the applicants themselves may proceed to convene the general meeting of members in the manner stipulated in paragraph 3 or by means of an advertisement in at least one daily newspaper with a wide circulation in the area where the association's has its registered office. The petitioners may then charge others than members of the Board with chairing the meeting and taking the minutes.
3. The convocation of the general meeting of members shall be done by written notification to the persons entitled to vote at a time of at least seven days. The notice shall state the subjects to be discussed.

## Amendment of the articles of association

### Article 16

1. Amendment of the articles of association can only take place by a decision of the general meeting of members, which was convened with the announcement that the articles of association are to be amended at that meeting.
2. The persons who called the general meeting of members to discuss a proposal to amend the Articles of Association must deposit a copy of that proposal, in which the proposed amendment is included verbatim, in a place suitable for inspection by the members at least five days before the day of the meeting until after the day on which the amendment was held.
3. Amendments to the Articles of Association can only be decided by the General Assembly with a majority of at least two-thirds of the votes cast.
4. The amendment of the Articles of Association shall not take effect until a notarial deed has been executed. Each of the board members is authorized to have the deed of amendment of the articles of association executed.
5. The provisions of paragraphs 1 and 2 shall not apply if at the general meeting all persons entitled to vote are present or represented and the resolution to amend the articles of association is passed unanimously.
6. The board members are obliged to keep an authentic copy of the deed of amendment of the Articles of Association and a full continuous text of the Articles of Association, as they read after the amendment, at the office of the register kept by the Chamber of Commerce.

## Dissolution and liquidation

### Article 17

1. The provisions of Article 16, paragraphs 1, 2, 3 and 5 shall apply accordingly to a resolution of the General Meeting to dissolve the Association.
2. In its resolution referred to in the previous paragraph, the General Meeting of Members shall determine the allocation of the surplus, as far as possible in accordance with the purpose of the Association.
3. The liquidation shall be carried out by the board.
4. After dissolution, the association shall continue to exist to the extent necessary to liquidate its assets. During liquidation, the provisions of the articles of association shall remain in force as much as possible. In documents and announcements emanating from the association, the words "in liquidation" must be added to its name.
5. The liquidation shall end at the time when no more assets known to the liquidator are present.
6. The books and records of the dissolved association must be kept for seven years after the end of the liquidation. Custodian is the person appointed as such by the liquidators.

## Regulations

### Article 18

1. The General Meeting of Members may adopt and amend one or more regulations governing subjects not or not fully provided for in these Articles of Association, insofar as regulations pursuant to these Articles of Association are not reserved for the Board.
2. A regulation may not contain any provisions, which are contrary to the law or to these statutes.
3. An adopted regulation may be amended or repealed by the body authorized to adopt it

## Final provision

### Article 19

1. The general meeting of members shall have all powers in the association which are not assigned to other bodies by law or the articles of association.

## Final statement

Finally, the appearers declared:

- the first financial year of the association shall run from this day until one September two thousand and twenty;
- the founders mentioned under 1 and 2 shall join the association as members.

They appoint as the first board members

1. The person appearing under 1, named Mrs. JO Heezius as treasurer
2. The person appearing under 2, named Mrs. DMK van Biezen, as a board member;
3. Ms. Madhur Dhupar, born in [REDACTED], [REDACTED], on [REDACTED] as chairman;
4. Mrs. Sofia Piermarini, born in [REDACTED], [REDACTED], on [REDACTED], as secretary;
5. Ms. Luca-Verona Vellage, born in [REDACTED], [REDACTED], on [REDACTED], as a board member:
6. Mr. Dylan Girigirio Clementia, born in [REDACTED], [REDACTED], on [REDACTED], as a board member
7. Miss Farin Hossain, born in [REDACTED], [REDACTED], on [REDACTED], as a board member:
8. Mr. Denis Laurent de Volder, born in [REDACTED], [REDACTED], on [REDACTED], as a board member

Final deed

THIS DEED was executed in The Hague on the date set forth in the header of this deed.

The persons appearing are known to me, a public notary. The substantive content of the deed has been stated and explained to them.

The persons appearing stated that they did not wish to have the deed read out in full, that they had received a draft deed in time for its execution, that they had taken note of the contents of the deed and that the consequences arising from the deed for the parties had been pointed out to them.

This deed was read to a limited extent and signed immediately afterward, first by the appearing persons and then by me, the public notary.