

This is a non-binding translation from the Dutch of the articles of association of the study association Dondrite. Translated May 02, 2017 by Tristan Looden

NAME

Article 1

The association is named **Dondrite - Study Association of the Research Master Cognitive Neuroscience**

SEAT

Article 2

It has its seat in the municipality **Nijmegen**.

GOAL

Article 3

Goals of the association are:

1. To promote interaction between students and employees of the Donders institute Nijmegen.
2. To welcome and integrate new students into the Master's programme, the city of Nijmegen, and the Netherlands.
3. To support students in their studies.
4. To broaden the students' perspectives beyond the field of cognitive neuroscience.

MEMBERS

Article 4

1. Members to the association can be those who have applied for membership to the board and have been admitted as such into the association. Membership is open only to those enrolled in the Research Master's Programme of Cognitive Neurosciences in Nijmegen and its Alumni.
2. The board keeps a record of the names and addresses of all members.

BENEFACTORS

Article 5

1. Benefactors are those who have stated they will support the association financially with a minimum contribution as determined by the General Assembly.
2. Benefactors have no rights or obligations other than those that have been attributed to or imposed on them by the articles of association.

ADMISSION

Article 6

1. The board decides on the admission of members and benefactors.
2. In case of non-admission of a member, the general assembly can decide to admit.

HONORARY MEMBERSHIP

Article 7

1. The general assembly can appoint a member as an honorary member, for reasons of extraordinary merit to the association,.
2. An honorary member has all the rights and obligations of a regular member, but is not obliged to pay membership dues.

END OF MEMBERSHIP

Article 8

1. Membership ends:
 - a. through death of the member or, if the member is a legal entity, when it ceases to exist.
 - b. through cancellation by the member.
 - c. through cancellation by the association. This can occur if a member no longer fulfils the requirements laid down in these articles of association, if a member has failed in his or her obligations towards the association, or if the association cannot reasonably be expected to continue the membership. Cancellation by the association can also occur if a member that is a legal entity is dissolved.
 - d. through expulsion. A member can only be expelled if he or she acts contrary to these articles or the bylaws or decisions of the association, or if he or she inequitably damages the association.
2. Cancellation of membership on behalf of the association is effected by the board.
3. Cancellation of membership by the member or by the association can only take place towards the end of the association's financial year and on a four weeks notice. The membership can however be cancelled immediately if the association or a member cannot reasonably be expected to continue the membership.
4. A cancellation of membership disregarding the previous paragraph ends the membership at the earliest allowed time following the date on which the cancellation was declared.
5. Immediate termination of membership through cancellation by a member is also possible if:
 - a. within one month's time after a decision in which members obligations have been increased or decreased has become known to the member or has been announced. In this case, the decision will not be applicable to the member in question. A member is however not allowed to use this rule to exclude him/herself from a decision in which financial obligations have been increased;
 - b. within one month's time after the announcement of a decision to convert the association into a different legal entity or to merge.
6. Expulsion of a member is effected by the board.
7. Decisions to cancel a membership on the grounds that the association cannot be reasonably

expected to continue the membership and decisions to expel a member are susceptible to appealed to the general assembly within a month after notification. The member in question will be notified of the reasoned decision in writing. Pending the appeal the member is suspended.

8. If membership ends during the association's financial year, membership dues are payable for the entire year.

END OF THE RIGHTS AND OBLIGATIONS OF BENEFACTORS

Article 9

1. The rights and obligations of a benefactor can at all times be cancelled by mutual agreement, notwithstanding the financial contribution being payable for the entire year..
2. Cancellation on behalf of the association is effected by the board.

ANNUAL CONTRIBUTIONS

Article 10

1. The members and the benefactors are obliged to pay an annual financial contribution to be determined by the general assembly. They can be distinguished in separate categories with each paying a different amount.
2. In special cases, the board can bestow partial or full exemption of financial contributions.

THE BOARD

Article 11

1. The board consists of at least three natural persons, to be appointed by the general assembly. Members of the board are selected from the association members, except for the provision in paragraph 2.
2. The general assembly can decide that one member of the board will be appointed who is not a member of the association.
3. The general assembly decides the number of board members.

END OF BOARD MEMBERSHIP - PERIODICAL MEMBERSHIP – SUSPENSION

Article 12

1. Every member of the board, even when he or she is appointed for a certain period, can at all times be suspended or fired by the general assembly. A suspension that isn't followed by a decision to fire within three months ends through the passing of said term.
2. Every member of the board retires no later than three years after having been appointed, in accordance with a roster of retirement to be made by the board. The retiring is indefinitely re-electable. He or she who is appointed in an interim vacancy takes the place of his/her predecessor on the roster.
3. Board membership ends in the case of:
 - a. Death
 - b. Through (request of) bankruptcy, or suspension of payments, or by application of the legal debt relief scheme for natural persons.

- c. Through written resignation.
- d. Through periodical retirement.
- e. Through firing by the general assembly.
- 4. The membership of the board from him/her who exercises the membership on behalf of a legal entity or company ends at the ending of the membership of said legal entity or company.

BOARD FUNCTIONS

DECISION MAKING IN THE BOARD

Article 13

1. The board will appoint among themselves one president, one secretary, and one treasurer. Furthermore, a substitute can be selected among themselves for each function. One member of the board can fulfil more than one function.
2. Of the proceedings of every meeting of the board, the secretary will compose minutes which will be assessed and signed by the president and secretary. In contrast to what the law determines on this subject, the president's judgment about the procedure and contents of a decision is not decisive.
3. In bylaws, further rules regarding the meeting and decision making of the board can be provided.

BOARD TASK – REPRESENTATION

Article 14

1. Subject to the restrictions in these articles, the board is tasked with managing the association.
2. In the case that for whatever reason one or more members are lacking, the remaining members or member form a legitimate board nonetheless. It is however mandatory to discuss the vacancy in a general assembly as soon as possible.
3. The board is permitted to allow certain parts of its tasks to be executed by committees which are appointed by the board. The board is still responsible.
4. The board is, when specifically authorized by the general assembly, permitted to make decisions about entering agreements regarding the buying, pledging, mortgaging or selling of goods and the making of agreements where the association acts as guarantor for a third party. Only the association itself can invoke the lack of such an authorization.
5. The board also requires a specific authorization of the general assembly for decisions regarding:
 - a. legal transactions and investments which amount to more than 500€, notwithstanding the provisions in subsection b;
 - b.
 1. The renting, letting or in any other way obtain or procure property;
 2. the making of agreements in which a bank loan is obtained;
 3. lending or borrowing of money, apart from bank loans;
 4. engaging in legal settlements;
 5. standing before a court or taking part in arbitration procedures, with the exception of conservatory or urgent measures;
 6. Agreeing or changing labour agreements.

Third parties cannot invoke the lack of said authorization, nor can the lack thereof be invoked against them.

REPRESENTATION

Article 15

1. The board represents the association inside and outside of legal issues.
2. The power of attorney rests also with two members of the board, acting together.
3. The board can authorize one or more members of the board and/or third parties to represent the association within the limits of said authorization.

YEAR REPORT – BUDGET AND ACCOUNTABILITY

Article 16

1. The association's financial year runs from September 1 through August 31.
2. The board is obliged to maintain notes of the capital situation of the association in such a way that her rights and obligations can be deduced from it at all times.
3. The board will release a year-report about the course of affairs within the association, the effected policies, and an elucidated financial balance on a general assembly within six months after the conclusion of an association's financial year, unless this term has been extended by the general assembly. The report will be signed by the members of the board. If one or more of them do not sign, this must be mentioned and explained.
4. In the case that for the authenticity of the respective files is not declared by an accountant as mentioned in article 2:393 section 1 of the Dutch civil code, the general assembly can each year appoint a committee consisting of at least two persons who cannot be part of the board. This committee will analyse the files mentioned in section three of this article and report their findings to the general assembly.
5. In the case that the analysis of the files requires specific accounting skills, the committee can request the assistance of an expert. The board is obliged to provide full cooperation to the committee and if need be, to show her the registry, and make available other data about the association.
6. The task of the committee can at all times be revoked by the general assembly, but only through the appointment of a new committee.
7. The board is obliged to save the files mentioned in sections two and three for seven years.

GENERAL ASSEMBLY

Article 17

1. All powers that have not been bestowed on the board by law or these articles rest with the general assembly.
2. Yearly, at least six months after an association's financial year ends, a general assembly will be held. In this general assembly, the following points will be discussed among others:
 - a. The year-report, the accounting, and the accountability meant in article 16, with the report of the committee referred to therein.
 - b. The appointment of the committee mentioned in article 16 for the next association's financial year.

- c. appointments in any vacancies;
- d. Introduction of the board or members, announced at the call for the meeting.
- e. The relinquishing of responsibilities for board members for the past financial year.
- 3. Other general assemblies will be held at the choosing of the board.
- 4. A general assembly must also be held if this is requested in writing by a number of members amounting to at least one tenth of the total votes within four weeks. In the case that no attention is provided to the request within fourteen days, the requesters can themselves move to call a general assembly in congruence with article 21, or through placing an advert in at least one newspaper which is much read in the place of the association. The requesters can appoint others for leading the assembly and drafting minutes.

ACCESS AND VOTING RIGHTS

Article 18

- 1. Access to the general assembly is provided to all members of the association, all benefactors, and the board member which is not a member of the association. No access is provided to (board)members under suspension, though they do have access to the assembly where the suspension in question is to be discussed. He or she then also has the right to be heard in this meeting.
- 2. Access for others than those mentioned in section 1 will be decided by the general assembly.
- 3. Every member of the association who is not suspended has one vote. The board member who isn't part of the association has an advisory vote.
- 4. Every member can authorize another member to present his/her vote through written authorization.

PRESIDENCY – MINUTES

Article 19

- 1. The general assemblies will, unless there is a situation as described in article 17, section 4, last sentence, be led by the association's president or his or her substitute. In the case that both the president and the substitute cannot be present, the board will select one of the other board members to preside over the assembly. If that this is also not possible, the assembly itself will select a member to preside over the assembly.
- 2. The secretary or another person appointed by the president will take down the minutes of the assembly. The president and the person taking down the minutes decide on and sign the minutes. Those who have called an assembly are entitled to have a notary public take down minutes of the proceedings,
The minutes will be made public to the members.

DECISION MAKING IN THE GENERAL ASSEMBLY

Article 20

- 1. The Judgment of the president proclaimed at a general assembly with regard to the results of a vote is final. The same goes for the contents of a made decision insofar as there was a vote on a non written proposal.
- 2. In the case that immediately after the judgment meant in section one, doubt is cast upon this

judgment, a new vote will take place when the majority of the assembly so requires. Or, in case that the original vote was not cast individually or in writing, when a person with voting rights so requires. By means of this new vote, the results of the original vote are invalidated.

3. Insofar as the articles of association or the law do not determine otherwise, all decisions made by the general assembly are taken through a strict majority of votes cast.
4. Blanco votes are viewed as non-votes.
5. In the case that during a vote, no side has achieved a strict majority, a second vote will take place. In the case of a binding nomination, a second vote between the nominated candidates will take place. If there is still no majority after the second vote, further votes will take place until a strict majority is reached unless the vote was between two individuals and the voting ceases. During these further votes (second vote not included), votes can only be cast on those persons who have been voted on during the previous vote minus the person who received the least votes. In the case that during the previous vote more than one person received the least amount of votes, chance will decide the person who will no longer be able to receive votes during consecutive votes. In case that during a vote between two persons, voting ceases, chance will decide whom of them is chosen.
6. In the case that voting ceases about a proposal not concerning the election of persons, the proposal is rejected.
7. All votes are effected verbally unless the president desires a written vote or one of the voters desires this before the vote. Written voting uses unmarked, closed notes. Decision making through acclamation is also possible, unless one person with voting rights desires individual voting.
8. A unanimous decision by all members, even though they might not be gathered at an assembly, has the same power as a decision made at a general assembly, so long as the board was made aware of this beforehand. Suspended members do not count for this.
9. If all members are present or represented, valid decisions on any subject can be made, provided that they are carried by all the votes. This includes proposals to alter the articles of association, and disbandment. This is true despite any lack of a call to meeting or whether this call to meeting was not done appropriately or any other formality regarding the calling of meetings was not done appropriately.

CALL TO A GENERAL ASSEMBLY

Article 21

1. The general assembly is called by the board. The call will be in written form to the (email)addresses of all members of the association meant in article 4. The term for a call is at least seven days.
2. In the call to meeting, the subjects to be discussed will be presented. This is independent of the statements in article 22.

ALTERING THE ARTICLES OF ASSOCIATION

Article 22

1. No change can be made to the articles of association other than by a decision of the assembly where it has been made clear at the call to assembly that a proposal to alter the articles of association will be presented.
2. They who call to an assembly for the discussion of a proposition which will alter the articles

of association must provide a transcript of this proposition on a suitable place for the member to review, at least five days prior to the assembly, and remaining there at least until the day on which the assembly takes place is over. Furthermore, the above transcript will be sent to all members.

3. A decision to alter the articles of association requires a vote majority of two-thirds at an assembly at which at least two-thirds of the members are present or represented. In the case that fewer than two-thirds of members are present or represented, a second assembly will be held between seven days and four weeks after the original assembly. The decision that was to be made in the original meeting can now be made without presence or representation constraints. Two-thirds of the votes is still required to pass the decision.
4. An alteration of the articles of association is not in effect before a notarial act is made. Any member of the board is authorized to accomplish this act.

DISBANDMENT

Article 23

1. The association can be disbanded through a decision by the assembly. That which has been stated in sections 1, 2, and 3 of the previous article applies.
2. Unless the assembly decides otherwise, the liquidation is effected by the board.
3. The positive credit balance after liquidation will be distributed among those who were member at the time of disbandment, with everyone taking an equal share. At the decision to disband, other destination(s) for the funds can also be decided upon.
4. The association ceases to exist at the time where no further assets exist to the association's and the liquidators' knowledge. The liquidators report this to the registers in which the association is enrolled.

BYLAWS

Article 24

1. The general assembly can establish bylaws.
2. The bylaws cannot conflict with the law, even if they don't conflict with compulsory statutory provision, nor may they conflict with the articles of association.

FINAL PROVISION

Article 25

For the first time, the following will be appointed members of the board.

1. Ms. Tineke Klaske Banda, aforementioned, as secretary.
2. Ms. Emma Johanna van Dijk, aforementioned, as president.
3. Mr. Tristan Looden, aforementioned, as officer.
4. Mr. Rowan Paolo Sommers, aforementioned, as treasurer.