

### ---Caveat lector ---

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## Articles of Association

### NAME AND PLACE OF REGISTRATION

#### Article 1

1. The association is registered under the name: **V.C.M.W. Sigma (Vereniging van het Cluster Moleculaire Wetenschappen Sigma)**, or **Sigma** for short.
2. **Sigma** is registered in Nijmegen.

### OBJECTIVE

#### Article 2

The objective of the association is to promote the interests of the students of the Molecular Science Cluster of the Faculty of Science at Radboud University, Nijmegen.

Among other things, it strives to achieve this objective by the following:

- a. if and whenever possible, exerting influence on general and local matters regarding higher education in general and the Molecular Science Cluster within the Faculty of Science in particular;
- b. cooperating with fellow associations, both locally and inter-university;
- c. other legal means, which can benefit the objective.

### MEMBERS

#### Article 3

1. Members of the association can be:
  - a. those who currently study at the Molecular Science Cluster of the Faculty of Science at Radboud University, Nijmegen;
  - b. those who after having been awarded a bachelor's degree from the Molecular Science Cluster have gone on to study for a Master's at Radboud University offered outside this Cluster.
2. The Board maintains a record of the names and addresses of all members.

### BENEFACTORS

#### Article 4

1. Benefactors are those who have declared their support for the association financially by making at least a minimum contribution. The minimum contribution is determined by the general meeting of members.
2. Benefactors have the right to attend events organised by the association, unless the Board decides otherwise.

### ADMITTANCE

#### Article 5

1. The Board makes all decisions regarding the admittance of members and benefactors.

2. In the event of a person being refused admittance, this decision can be revoked by the general meeting of members.

## **TERMINATION OF MEMBERSHIP**

### **Article 6**

1. Membership will terminate:
  - a. upon the death of the member;
  - b. upon cancellation by a member;
  - c. upon cancellation by the association. This can happen if a member no longer meets the requirements for membership as state in the the Articles of Association; if the member does not meet his obligations towards the association; or in the event it cannot reasonably be demanded of the association to continue the membership;
  - d. by expulsion. Expulsion can only take place if a member contravenes the Articles of Association, the House Regulations or decisions made by the association, or if the member damages the association in an unreasonable manner.
2. Termination on behalf of the association will be executed by the Board.
3. Termination of membership by the member or by the association can only happen at the end of an association year and at the end of a four week notice period. However, membership can be terminated with immediate effect if, in all fairness, continued membership cannot be reasonably expected by either the member or the association.
4. Termination of membership that contravenes the provisions stated in the previous paragraph will end the membership at the earliest possible moment following the termination date.
5. By terminating his membership, a member does not exclude himself of any decisions in which the members' obligations are weighted with financial requirements.
6. Membership expulsion is executed by the Board.
7. The person involved in a decision by the association to terminate a membership on the grounds that in all fairness the association cannot be expected to continue the membership, or it has been decided to expel the person from the membership, will have the opportunity to appeal the decision at the general meeting of members within *one* month of receiving notice of the decision. He will be notified of the decision in writing, stating the reasons, at the earliest possible moment. During the appeal period and pending the appeal, the member will remain suspended.
8. Upon termination of the membership during the association year, the full contribution for the rest of the term remains payable in full and will not be refunded.

## **TERMINATION OF BENEFACTORS' RIGHTS AND OBLIGATIONS**

### **Article 7**

1. Benefactors' rights and obligations can be terminated by cancellation at any moment by both sides. However, any outstanding contributions for the current period remain payable in full and will not be refunded.
2. Termination on behalf of the association will be executed by the Board.

## **CONTRIBUTION**

### **Article 8**

1. Members and benefactors are obliged to pay a contribution, to be determined by the general meeting of members. They can be broken down into different categories, each with a different contribution payable.

The general meeting of members can decide if a contribution can be paid periodically.

2. The Board retains the authority to allow a partial or full waiver of contribution payments in special circumstances.

## **BOARD**

### **Article 9**

1. The Board is made up of at least three members, appointed by the general meeting of members. The appointments will be made from among the members.

The number of Board members is determined by the general meeting of members, in compliance with what has been determined above.

2. The appointment of Board members will be made based on one or more binding nominations subject to what is determined in paragraph 3.

Nominations can be put forward by either the Board or a minimum of ten members.

The Board's nomination(s) is announced at the call for the general meeting of members. A nomination by a minimum of ten members must be submitted in writing to the Board at least forty eight (48) hours before the start of the general meeting of members.

3. The binding nature of each nomination can be removed through a decision made by at least two thirds of the votes cast during the general meeting of members, in a meeting attended by at least two thirds of the members.

4. If no nomination has been received, or if the general meeting of members has decided following the previous paragraph to remove the binding nature of the nominations, then the general meeting of members will be given a free choice.

5. In the event of more than one binding nomination, the appointment will be made from these nominations.

## **TERMINATION OF BOARD MEMBERSHIP – PERIODICAL MEMBERSHIP - SUSPENSION**

### **Article 10**

1. Any Board member, even when appointed for a fixed term, can at any moment be dismissed or suspended by the general meeting of members. Suspension, not followed by dismissal within three months, will end due to expiry of the period.
2. Each Board member will step down at the latest two years after being appointed, in accordance with a rotation schedule determined by the Board. A Board member appointed to fill an interim vacancy will take his predecessor's place in the schedule.
3. In addition, Board membership will end:
  - a. in the event of termination of membership of the association;
  - b. in the event of resignation.

## **BOARD POSITIONS – BOARD DECISION-MAKING PROCESS**

### **Article 11**

1. The Board will appoint a chairman, a secretary and a treasurer from its midst. It can also appoint from its midst a replacement for each position. A Board member can hold more than one position.
2. The secretary will minute everything discussed at every meeting, to be determined and signed by the chairman and the secretary.

The chairman's judgement regarding the conclusion and contents of any decision is not decisive.

3. With regard to the House Regulations, additional regulations regarding meetings and decision-making by the Board can be added by the Board.

## **BOARD DUTIES - REPRESENTATION**

### **Article 12**

1. Subject to the restrictions set out in the Articles of Association, the Board is tasked with running the association.
2. The Board will retain authority even if the number of Board members falls below three. However, in the event of this, the Board will be obliged to call a general meeting of members, which will address filling the vacant position or positions.
3. The Board has the authority to have certain parts of its task performed under its auspices by committees appointed by the Board.
4. On the condition of approval by the general meeting of members, the Board has the authority to enter into agreements to purchase, alienate or encumber registered property, conclude agreements in which the association binds itself as surety or several co-debtor, promote a third party or provide security for the debt of a third party. In the absence of approval by the general meeting of members, third parties can appeal decisions.
5. The Board also requires approval by the general meeting of members for decisions regarding:
  - I. without prejudice to what is determined under II, entering into legal actions and making investments exceeding an amount or value of thousand euros (€ 1,000). However, the purchase of study materials to be resold to members of the association or expenses covered by sponsorship are excepted.
  - II.
    - a. renting, letting or obtaining in any other way or granting the use or enjoyment of immovable property. However, renting immovable property for recreational purposes for a limited period is excepted.
    - b. entering into agreements whereupon bank credit is extended to the association;
    - c. providing loans, and taking out loans. However, using bank credit already extended to the association is excepted;
    - d. arranging settlements;
    - e. acting in legal matters, including conducting arbitration procedures. However, taking protective measures and legal measures which cannot be postponed are excepted;
    - f. concluding and amending employment contracts.

In the absence of approval by the general meeting of members, third parties cannot appeal decisions.
6. Without prejudice to the last sentence in paragraph 4, the association is represented legally and otherwise by the entire Board, insofar as not otherwise determined by legislation.
7. The association can also be legally represented and otherwise by two jointly acting members of the Board.

## **ANNUAL REPORT – STATEMENT OF ACCOUNTS**

### **Article 13**

1. The association year runs from 1 September to 31 August. Both dates are inclusive.
2. The Board is obliged to keep records of the association's assets in such a manner that its rights and obligations remain transparent at all times.
3. At a general meeting of members within six months of the end of the association year, barring extension of this period by the general meeting of members, the Board is obliged to present its annual report and justify its administration over the past financial year by submitting a balance sheet, to include a statement of income and expenses. After this period, any member has the legal right to demand to peruse these accounts together with their justification by the Board.
4. Annually, the general meeting of members will appoint an auditing committee of at least two persons from its midst, who may not be part of the Board. This auditing committee is tasked with

auditing the accounts along with the Board's justification and report back its findings to the general meeting of members.

5. If auditing the accounts and justification demands bookkeeping experience, the auditing committee can be assisted by an expert. The Board is obliged to make available to the auditing committee all desired information and show upon request the full record of funds and values, as well as providing transparent insight into the association's books and documents.

6. The general meeting of members can relieve the auditing committee of its burden at any moment, however this can only be done by appointing a different auditing committee.

7. The Board is obliged to keep and maintain the documents referred to in paragraphs 2 and 3 for the applicable statutory period.

## **GENERAL MEETINGS OF MEMBERS**

### **Article 14**

1. All powers beyond the Board's remit, either by legislation or by the Articles of Association, fall to the general meeting of members.

2. A general meeting of members is held annually at the latest six months after the end of the association year: the AGM.

Among other things, the AGM will consider the following:

- a. the annual report, accounts and justification referred to in Article 13, complemented by the appointed auditing committee's report;
- b. appointing the auditing committee referred to in Article 13 for the following association year;
- c. filling of any possible vacancies;
- d. proposals by the Board or members, announced in the call for the meeting.

3. Other general meetings of members are held as required by the Board.

4. In addition, at the written request of at least ten percent of the members authorised to vote, the Board is obliged to call a general meeting of members within a four week period. If this request is not granted within fourteen days, those requesting a general meeting of members have the right to call a general meeting of members in accordance with Article 18 or by placing an advertisement in at least *one* high circulation publication in the place the association is located.

## **ADMITTANCE AND VOTING RIGHTS**

### **Article 15**

1. The general meeting of members is open to all members of the association and all benefactors. Suspended members and suspended Board members have no right of admission.

2. The general meeting of members will decide on the admittance of persons other than those referred to in paragraph 1.

3. Each association member, provided they are not suspended, is entitled to *one* vote.

4. A member can vote by proxy by authorising another member to do so in writing.

## **CHAIRMANSHIP - MINUTES**

### **Article 16**

1. The general meeting of members is led by the chairman of the association or his deputy. If the chairman and his deputy are both unavailable, one of the other Board members, appointed by the Board, will act as chairman. In the event that this procedure does not provide a chairman, the meeting will provide one itself.

2. The secretary or another person appointed by the chairman will minute each meeting. The minutes will be determined and signed by the chairman and the minutes secretary. The party calling for the

meeting can have an official notarial report prepared of the subjects considered. All members will be made aware of the contents of the minutes and/or the notarial report.

## **GENERAL MEETING OF MEMBERS; DECISION-MAKING PROCESS**

### **Article 17**

1. The chairman's announcement at the general meeting of members that the meeting has reached a decision is binding. This also applies to the contents of any decision made, insofar as there was a vote on a non-written proposal.

2. If however immediately following the announcement of a decision referred to in paragraph 1 its appropriateness is contested, a new round of votes will take place if the majority of the meeting or, if the original voting was not conducted by roll call or paper ballot, a person present who has voting rights demand such. Any new vote will invalidate all legal consequences of the original vote.

3. Insofar as the Articles of Association or legislation does not require otherwise, all decisions voted on by the general meeting of members are decided upon by an absolute majority of all votes cast.

4. Abstentions are considered as non-cast votes.

5. If in the event of electing a person to fill a vacancy and where no one has achieved an absolute majority, a second round of voting will take place.

If after a second round of voting once again no one has achieved an absolute majority, more rounds will take place. In the subsequent rounds, the person receiving the least votes will be eliminated. This process will continue until a candidate has achieved an absolute majority or when the ballot between the last two candidates returns a tie.

If in a previous voting round the least number of votes applies to more than one candidate, drawing of lots will determine who will be eliminated from the next round. In the event of the voting returning a tie between the last two candidates standing, the ballot will be decided by drawing lots.

6. If voting on a proposal results in a tie and does not involve electing a person to fill a vacancy, the proposal will be rejected.

7. All votes are cast orally, unless the chairman desires a paper ballot or one of the voting members demands such prior to the vote.

A paper ballot will take place by unsigned, sealed ballot papers. Decision by acclamation is possible, unless a voting member demands a vote by roll call.

8. Provided all members are present or represented and on the condition of a unanimous vote, valid decisions can be taken regarding all subjects considered. This includes proposals to amend the Articles of Association or for dissolution, even if there has been no call for the meeting or the call has not been issued in the appropriate manner, or if any other regulation regarding the calling and holding of a meeting or a related formality has not been taken into consideration.

## **CALLING A GENERAL MEETING OF MEMBERS**

### **Article 18**

1. The general meetings of members are called by the Board. A call is issued in writing to the members' addresses in accordance with the member records as referred to in Article 3. The notice period for the call must be at least seven days.

2. The call will set out the subjects to be considered, without prejudice to the provisions of Article 19.

## **AMENDMENTS TO ARTICLES OF ASSOCIATION**

### **Article 19**

1. The Articles of Association can only be amended by the general meeting of members. The call for a general meeting of members must state that an amendment of the Articles of Association will be proposed during this meeting.
2. Those who have called for a general meeting of members which will consider an amendment to the Articles of Association must make available a written copy of the proposed amendments. This copy must be accessible for perusal by the members in an appropriate location, at least seven days prior to the meeting and also until one day after the day on which the meeting is due to take place.
3. A decision to amend the Articles of Association requires at least two thirds of the votes cast in a meeting where at least two thirds of the members is present or represented. If there is less than two thirds of the members present or represented, then a second meeting must be called and held within four weeks so that a decision on the proposal as it was originally considered in the first meeting can be made, regardless of the number of members present or represented, however on the condition that there is a majority of at least two thirds of the votes cast.
4. Amendment to the Articles of Association will not take effect until a notarial deed has been prepared in this respect. Every Board member has the authority to have a notarial deed prepared and executed.

## **DISSOLUTION**

### **Article 20**

1. The association can be dissolved by a decision made by the general meeting of members. What is determined in paragraphs 1, 2 and 3 of the previous Article applies accordingly.
2. If the association decides to dissolve, the disposal of any remaining funds must also be determined after settlement. The destination of such a disposal must as far as possible agree with the association's objective.

## **THE HOUSE REGULATIONS**

### **Article 21**

1. The general meeting of members can determine the House Regulations.
2. The House Regulations may not conflict with legislation or the Articles of Association.

## **ELECTRONIC COMMUNICATION**

### **Article 22**

1. The requirements for delivering matters in writing referred to in these Articles of Association are also met if delivered by electronic communication means.
2. The general meeting of members can specify in the House Regulations any additional conditions for utilising electronic communications.