

ARS-19172.77

*In this translation an attempt has been made to be as literal as possible without jeopardizing the overall continuity. Inevitably, differences may occur in translation, and if so, the Dutch text will by law govern.*

**DEED OF AMENDMENT TO THE ARTICLES OF ASSOCIATION  
PhD Network University of Twente**

On the twenty-first day of March two thousand twenty-five appeared before me, Arjen Schultinga, hereinafter referred to as 'civil law notary', as substitute of Adolf Dirk Plaggemars, civil-law notary in Enschede:

Eline Elizabeth Hobert, employed and domicile chosen at the office of me, civil-law notary, 7521AG Enschede, Hengelosestraat 571, born in Haarle, the Netherlands on the twelfth day of May nineteen hundred and ninety-five.

The appearing party declared:

1. That the general meeting of **PhD Network University of Twente**, an association with full legal capacity, having its statutory seat in Enschede, with the address Wilhelminastraat 10, 7586 BE Overdinkel, registered in the trade register under number 53142624, hereinafter referred to as the "Association," resolved on the sixth day of March two thousand twenty-five:
  - a. to amend and completely restate the articles of association of the Association;
  - b. to authorize the appearing party to execute this deed, as evidenced by minutes of the general meeting, a copy of which will be attached to this deed;
2. That the articles of association of the Association were established upon its incorporation by deed on July twelfth, two thousand eleven, before J.M.A. Tinselboer, civil-law notary in Enschede, and have not been amended since.

The appearing party declared, in execution of the aforementioned resolution to amend the articles of association, hereby to amend and completely restate the articles of association of the Association as follows:

**Name and Seat**

**Article 1.**

1. The association shall bear the name: PhD & EngD Network of the University of Twente.
2. The association may also use the name PE-NUT as an abbreviated name.
3. The association has its seat in Enschede.

**Purpose**

**Article 2.**

1. The purpose of the association is to represent, inform, and connect PhD and EngD candidates at the University of Twente.
2. The association aims to achieve this purpose, among other things, by:
  - a. holding regular consultations with relevant bodies and individuals;
  - b. providing information through meetings, newsletters, and other forms of communication;
  - c. organizing activities.
3. The association may, in line with its purpose, stipulate rights for the benefit of its members. By resolution of the general meeting, the association may also impose obligations on its members. Such a resolution must sufficiently specify the nature and content of these obligations.

**Membership and Donors**

**Article 3.**

1. Applications for membership or donor status shall be submitted in writing to the board.
2. Only PhD and EngD candidates at the University of Twente may be members of the association, subject to the provisions of paragraph 3 of this article.
3. The board decides on the admission of members. The decision must be communicated to the applicant within two months of the application. In the case of non-admission by the board, the general meeting may still decide on admission.
4. The board decides on the admission of donors. Donors may participate in the association's activities.

**Register of Members and Donors**

**Article 4.**

The board maintains a register containing the names and addresses of members and donors. Members and donors are obliged to ensure their address is known to the board. Members and donors may also provide an electronic address for messages, notifications, and meeting invitations.

**Annual Contributions**

**Article 5.**

1. Members and donors are required to pay an annual contribution, the amount of which can be determined annually by the general meeting. They may be categorized into different groups with varying contributions.
2. In special cases, the board may grant members partial or full exemption from paying the contribution.

**Termination of Membership and Donorship**

**Article 6.**

1. Membership or donorship ends:
  - a. upon the death of the member or donor;
  - b. by resignation of the member or donor;

- c. by termination by the association; or
  - d. by expulsion.
- 2. Resignation by the member or donor may occur without stating reasons.
- 3. Termination by the association is decided by the board and is only possible if:
  - a. a member or donor fails to meet their obligations to the association;
  - b. continuation of membership or donorship cannot reasonably be required from the association; or
  - c. the member no longer meets the membership qualifications as described in Article 3 paragraph 2.
- 4. Termination of membership or donorship must be in writing.
- 5. Expulsion is decided by the board and may only occur if a member or donor acts contrary to the articles, regulations, or resolutions of the association, or damages the association unreasonably.
- 6. The board must notify the affected member of its decision to terminate or expel, stating reasons, as soon as possible. The member may appeal to the general meeting within one month of receiving the notification. During the appeal period and the appeal process, the member is suspended.
- 7. If membership or donorship ends during a financial year, the full annual contribution remains due.

## **Board**

### **Article 7.**

- 1. The board consists of at least three persons and is appointed by the general meeting from among the members.
- 2. If the board temporarily consists of fewer than three persons, it remains competent but must convene a general meeting as soon as possible to fill the vacancy or vacancies.
- 3. Candidates for the board may be nominated by the board or by a member nominating themselves as a candidate for board member.
- 4. The chair is appointed in that capacity. The board appoints from among its members a secretary, a treasurer, and a vice-chair. The roles of secretary, treasurer, and/or vice-chair may be combined.
- 5. Board members are appointed for a term of at least twelve months. The board establishes a retirement schedule under which, if possible, board members retire every twelve months. Retiring board members are immediately eligible for reappointment.
- 6. A board member may be dismissed or suspended at any time by the general meeting.
- 7. In the event of absence or inability of a board member, the remaining board members temporarily manage the association. If all board members are absent or unable to act, a person appointed by the general meeting temporarily manages the association.

## **Board Powers**

### **Article 8.**

1. The board manages the association. In performing its duties, the board acts in the interest of the association and its affiliated organization.
2. The board, with the approval of the general meeting, may enter into agreements to acquire, dispose of, or encumber registered property, or to commit the association as guarantor or joint debtor, or to provide security for the debts of another. The absence of such approval may be invoked against third parties.

## **Representation**

### **Article 9.**

1. The board represents the association unless otherwise provided by law.
2. The authority to represent the association also lies with the chair together with either the secretary, the treasurer or the vice-chair.
3. In cases where the association has a conflict of interest with one or more board members, the association is represented by the person or persons designated by the general meeting, whether annually or otherwise.

## **Board Meetings and Decisions**

### **Article 10.**

1. Board meetings are held in the municipality where the association has its seat.
2. At least one meeting is held each year.
3. Meetings shall also be held when the chair deems it desirable or if one of the other board members requests it in writing, stating the topics to be discussed. If the meeting is not held within three weeks, the requester may convene the meeting themselves.
4. Notice of the meeting shall be given in writing at least seven days in advance, not counting the day of notice and the day of the meeting.
5. The notice specifies the meeting's location, time, and agenda.
6. If all board members are present at a meeting, valid decisions may be taken on all matters, provided they are unanimous, even if the formal requirements for convening and holding meetings have not been observed.
7. Meetings are chaired by the chair; in their absence, the board appoints another board member as chair.
8. The board may only make decisions if the majority of board members are present or represented at the meeting. A board member may grant another board member written authorization to vote on their behalf. The requirement of written authorization is met if the authorization is recorded electronically.
9. Votes are cast orally unless a board member requests a written vote. Written votes are cast using unsigned, sealed ballots. Blank votes are considered not cast.
10. Each board member has one vote. Decisions are made by an absolute majority of votes. In case of a tie, the chair has the deciding vote.

11. The chair's statement on the outcome of a vote is decisive. If immediately contested, a new vote is held. The original vote's consequences lapse if a new vote is held.
12. Minutes are kept of the discussions in meetings. The minutes are presented for approval at the next board meeting.
13. Decisions may also be taken outside of meetings, provided all board members have been given the opportunity to express their views in writing and none object to this decision-making method. Such decisions are recorded by the secretary and co-signed by the chair.
14. A board member does not participate in discussions or decision-making if they have a direct or indirect personal interest conflicting with the association's interests. If no decision can be made, the decision is taken by the board with written justification of the considerations.

### **Financial Year and Budget**

#### **Article 11**

1. The association's financial year is the same as the calendar year.
2. The board is required to maintain records of the association's financial position and all matters relating to its activities in such a manner that the association's rights and obligations can be known at all times.
3. The board shall prepare the balance sheet and the statement of income and expenditure of the association within six months after the end of the financial year. These documents are prepared by the treasurer.
4. The board is required to retain the books, records, and other data carriers referred to in the previous two paragraphs for seven years.
5. Each year, the board prepares a budget for the upcoming year, sends it to the members, and convenes a general meeting to discuss the budget. The general meeting adopts the budget.

### **General Meeting**

#### **Article 12**

1. General meetings are held in the municipality where the association has its registered office.
2. Annually, within six months after the end of the financial year, unless this period is extended by the general meeting, an annual meeting shall be held.
3. At the annual meeting, the board presents a report on its policies during the past financial year. The board submits the balance sheet and the statement of income and expenditure to the general meeting for approval. Approval of the financial statements by the general meeting discharges the board from its obligations for the policy shown in those documents.
4. The association may engage an accountant to examine the balance sheet and the statement of income and expenditure. The general meeting has the authority to assign this task. If it does not do so, the board is authorized to make the

appointment. Any assignment given by the board may be revoked by the general meeting.

5. If no accountant's statement regarding the accuracy of the balance sheet and the statement of income and expenditure is provided, the board appoints annually a committee of at least two members who may not be part of the board. Committee members are appointed by the board.
6. The committee examines the documents referred to above and reports its findings to the general meeting. The board is required to provide the committee with all requested information for its review, show the cash and securities, and grant access to the association's books and records.

#### **Other General Meetings**

##### **Article 13**

1. Other general meetings are held whenever the board deems it desirable.
2. Additionally, the board must convene a general meeting within four weeks if at least one-tenth of the voting members submit a written request for such a meeting. A request is considered to be in writing if recorded electronically.
3. If the board does not respond to this request within fourteen days, the requesting members may convene the meeting themselves.

#### **Convening General Meetings**

##### **Article 14**

1. General meetings are convened by the board, subject to the provisions of Article 13, paragraph 2. Notices are sent in writing to the members' addresses as listed in the membership register.
2. The notice includes the topics to be discussed or indicates where members can review them.

#### **Access and Voting Rights**

##### **Article 15**

1. Members not suspended under Article 6 and donors have access to the general meeting.  
A suspended member has access to the meeting where the decision regarding their expulsion or termination is discussed and has the right to speak on the matter.
2. Admission of persons other than those mentioned in paragraph 1 is decided by the chairperson of the meeting.
3. Each non-suspended member has one vote. Donors do not have voting rights. A member may authorize another voting member in writing to cast their vote, provided that one member may act as a proxy for no more than two other members. Written authorization is deemed valid if recorded electronically.
4. Members may exercise their voting rights via electronic communication if they can be identified, participate directly in the meeting, and exercise their voting rights. The board may set conditions for the use of electronic communication, which must be disclosed in the notice.

## **Chairmanship/Minutes**

### **Article 16**

1. General meetings are chaired by the chairperson of the board or their deputy. If both are absent, another board member designated by the board acts as chairperson. If this is also not arranged, the meeting itself appoints a chairperson.
2. Minutes of every meeting are kept by the secretary or another person appointed by the board. The minutes are approved by the chairperson and the minute-taker and are presented for approval at the next general meeting.

## **Decision-Making by the General Meeting**

### **Article 17**

1. Unless the articles of association prescribe a larger majority, decisions are made by an absolute majority of votes.
2. Blank votes are considered not cast.
3. All votes are cast orally unless the chairperson or a voting member requests a written vote before voting begins. Written voting occurs via unsigned, closed slips.
4. The chairperson's declaration of the vote's result is decisive. The same applies to the contents of a decision if the vote was on a non-documented proposal. If the chairperson's declaration is disputed immediately, a new vote is held if the majority of the meeting or any voting member present so requests. A new vote nullifies the original vote's legal consequences.
5. A unanimous decision of all members, even if not in a meeting, is valid if made with the prior knowledge of the board and recorded in writing.

## **Internal Regulations**

### **Article 18**

The general meeting may adopt internal regulations, provided they do not conflict with the law or the articles of association.

## **Amendment of Articles of Association, Merger, and Division**

### **Article 19**

1. A decision to amend the articles of association may only be made at a general meeting convened specifically for this purpose, with notice that an amendment will be proposed.
2. A decision to amend requires at least a two-thirds majority of the votes cast.
3. A copy of the proposal, including the exact wording of the amendment, must be available for members to review at least five days before the meeting.
4. An amendment takes effect only after it is executed in a notarial deed. Any board member may arrange for this.
5. The provisions of paragraphs 1, 2, and 3 apply mutatis mutandis to decisions regarding mergers or divisions.

## **Dissolution**

### **Article 20**

1. The association may be dissolved by a decision of the general meeting. The provisions of paragraphs 1 and 2 of the previous article apply. A custodian for the books and records must be appointed in the dissolution decision.
2. Unless the general meeting appoints other liquidators, the board members act as liquidators of the association's assets.
3. After settling creditors, the remaining assets are distributed among the members, unless the dissolution decision specifies another purpose.
4. Upon completion of the liquidation, the association's books, records, and data carriers must be retained for seven years by the appointed custodian referred to in paragraph 1.

**End of deed.**

The person appearing before me, the notary, is known to me.

This deed was executed in minute form in Enschede on the date mentioned at the head of this document.

The contents of this deed have been briefly explained to the person appearing before me.

The person has stated that they have timely been made aware of the contents of the deed, agree with it, and do not wish for a full reading of it. Immediately after a brief reading of this deed, it was signed by the person appearing before me and by me, the notary.