



STATUTENWIJZIGING

Blad 1

Today, the ninth of June two thousand and twenty three (09 06 2023), there appeared before me Mr. Erwin Akkerman, civil law notary, residing in Zuidlaren:—

1. Mr. John Clemens NAGLER, born in Bremen (Germany) on May 2, nineteen—hundred and ninety-seven (02 05 1997), of German nationality, residing at—9712 PK Groningen, Nieuwe Boteringestraat 75 1, unmarried and not—registered in the sense of the registered partnership;—
2. Miss Anna DE WIND, born in Amsterdam on April 9, two thousand twenty—two, Residing at 9716 AD Groningen, Bedumerweg 47, unmarried and not—registered in the sense of the registered partnership;—

John Clemens Nagler and Anna de Wind both formatoined, giving effect to a—resolution passed on - by the general meeting of VIP, Psychologie—Studievereniging Groningen, an association ("vereniging") organized under Dutch—law, having its official seat in Groningen (the Netherlands) and its office at 9712—TS Groningen (the Netherlands) at the address Grote Kruisstraat 2/1, registered—with the Commercial Register under number 40024698 - in which meeting the—person appearing was also authorized to execute this deed –, declared to amend—the association's articles of association in such a way that they shall read as—follows:—

Article 1.

Definitions of concepts.

The concepts used in these articles of association are defined below:—

- *Articles*: the articles of the Association;—
- *Association*:—
the legal entity to which the Articles relate;—
- *General Meeting*:—
the body of the Association that is formed by the members of the—Association who are entitled to vote or else the meeting of the—members of the Association;—
- *In Writing*:—
by letter, by telecopy, by e-mail or by message which is transmitted—via any other current means of communication and which can be—received electronically or in the written form, provided that the—identity of the sender can be sufficiently established;—
- *Management Board*:—
the management board of the Association.——

Article 2.

Name.

The name of the Association is: **VIP, Psychologie Studievereniging—Groningen.**—

Article 3.

Official seat.

The Association has its official seat in the municipality of Groningen.——

Article 4.

Objects.

1. The Association aims to promote contact between Psychology students at—the University of Groningen and to stimulate and support them throughout—



their studies. The Association aims to achieve this objective by:_____

- a. purchasing books and selling them at a reduced price_____
- b. publishing an Association newsletter and an almanac_____
- c. organizing excursions, lectures, parties, etc_____
- d. organizing an introduction period for first-year students_____
- e. organizing study-support activities_____
- f. engaging in any activity associated with the Association's objective or_____ that may be conducive to it._____

2. The Association does not aim to make a profit to distribute among its_____ members._____

Article 5._____

Members. Honorary members._____

1. Members of the Association can be any person who study Psychology at the University of Groningen._____
2. The Management Board must keep a register containing the names and_____ addresses of all the members and the honorary members._____
3. Honorary members shall be persons, who have rendered special service to the Association and have been appointed as such by the General Meeting with an absolute majority of the valid votes cast, on the proposal of the Management Board and have accepted this appointment._____
4. Friends of VIP are those natural persons who are_____
 - Alumni of the Association or_____
 - students who study at the University of Groningen but do not study Psychology._____

A Friend of VIP has no voting rights._____

Article 6._____

Admission._____

1. The Management Board decides about the admission of members._____
2. If a person is not admitted as a member, the General Meeting may as yet_____ resolve to admit this person._____

Article 7._____

Termination of membership._____

1. Membership of the Association ends:_____
 - a. on a member's death;_____
 - b. on termination by the member;_____
 - c. on termination by the Association._____This may occur if a member ceases to meet the requirements of membership as laid down in the Articles, if the member fails to fulfil the obligations of the member towards the Association and also if it cannot in all reasonableness be required of the Association that it continues the membership;_____
 - d. on disqualification._____Disqualification from membership may only be pronounced if a member acts contrary to the Articles, standing orders or resolutions, or treats the Association unreasonably._____



2. Termination by the Association is effected by the Management Board._____
3. The membership may only be terminated by the member or the Association—
taking effect from the end of a financial year and subject to four weeks’ _____
notice._____
The membership may, however, be terminated in all cases taking effect from—
the end of the financial year following the financial year in which the _____
termination took place._____
Furthermore the membership may be terminated with immediate effect if the—
Association or the member can not be required in reason to allow the _____
membership to continue._____
4. Termination contrary to the provisions of the preceding paragraph will end—
the membership on the earliest permitted date following the date with effect—
from which the membership was terminated._____
5. A member may terminate the membership with immediate effect within one—
month of having been informed of a resolution to convert the Association into—
another legal form or to merge or divide the Association within the meaning—
of Title 7 of Book 2 of the Dutch Civil Code (*Burgerlijk Wetboek*)._____
6. A member may also terminate the membership with immediate effect within—
one month of having become aware or having been informed of a resolution—
limiting the member’s rights or increasing the member’s obligations towards—
the Association._____
In that case the resolution will not apply to the member involved._____
A member is not authorized to exclude a resolution applicable to the relevant—
member, which entails a change to the member’s financial rights and _____
obligations, by terminating the membership._____
7. Disqualification from membership is effected by the Management Board._____
8. In the event of a resolution that the membership be terminated by the _____
Association on the grounds that a member has failed to fulfil the member’s—
obligations towards the Association and also that it cannot in all _____
reasonableness be required of the Association that it continues the _____
membership and in the event of a resolution to disqualify the member, the—
person involved will be entitled to appeal to the General Meeting within one—
month of having been informed of the resolution._____
To that end the member involved must be informed of the resolution as soon—
as possible In Writing, stating reasons._____
During the appeal period and pending the appeal, the member will be _____
suspended, with the proviso, however, that the suspended member will have—
the right to account for the member’s actions at the General Meeting at which—
the appeal referred to in this paragraph is heard._____
9. If the membership ends in the course of a financial year, the annual _____
contribution will nevertheless still be payable in full._____

Article 8.

Annual contributions. Obligations.

1. The members will be obliged to pay an annual contribution, to be determined—
by the General Meeting._____



They may be placed in categories for this purpose, with each category paying a different contribution.

2. Honorary members - insofar as they are not also members - shall pay no annual dues, but shall otherwise have the same rights as members.
3. In special cases, the Management Board will be authorized to grant full or partial discharge from the obligation to pay a contribution.
4. Subject to the General Meeting's permission, the Management Board will be authorized to attach obligations to the membership.

Article 9.

Management Board.

1. The Management Board consists of a number to be determined by the General Meeting of three or more persons who must be appointed by the General Meeting.
Members of the Management Board are appointed from among the members of the Association, subject to the provisions of paragraph 2 of this article.
2. The General Meeting may resolve that one member of the Management Board may be appointed from outside the members.
3. Members of the Management Board are appointed from a binding list of one or more candidates, subject to the provisions of paragraph 4 of this article. Candidates may be nominated by the Management Board as well as by ten (10) or more members.
The Management Board's list of candidates must be made known in the notice convening the meeting.
A nomination by ten (10) or more members must be submitted to the Management Board In Writing prior to commencement of the meeting.
4. If no nominations are presented or if the General Meeting resolves, in accordance with the preceding paragraph, to remove the binding nature of the prepared list of candidates, the General Meeting will be free to choose the members of the Management Board.
5. If there is more than one binding nomination, one of these candidates must be appointed.

Article 10.

Termination of membership of the Management Board. Retirement by rotation. Suspension.

1. Any member of the Management Board, also if the member of the Management Board has been appointed for a definite period of time, may be dismissed or suspended by the General Meeting at any time.
A suspension that is not followed by a resolution to dismissal within three months will end by the expiry of this period.
2. Every member of the Management Board must retire, no later than three years after having been appointed, by rotation in accordance with a schedule to be prepared by the Management Board.
A retiring member of the Management Board is eligible for reappointment; a person appointed to fill an interim vacancy will take the place of the predecessor of the new appointed member of the Management Board in the



schedule._____

3. Membership of the Management Board will also end:_____
 - a. on termination of the Association's membership of a member of the_____ Management Board appointed from among the members;_____
 - b. on retirement from the Management Board._____

Article 11._____

Positions on the Management Board. Resolutions by the Management Board._____

1. The Management Board (with the exception of the first Management Board, whose members are appointed to an office) will appoint a chairman, a secretary and a treasurer from their number._____ The Management Board may appoint a replacement for each of them from their number._____ A member of the Management Board may hold more than one position._____
2. The Management Board shall meet whenever one of the members of the Management Board considers this to be necessary._____ Notice of its meetings shall be given by the member of the Management Board initiating the meeting, stating the matters to be dealt with; the period of notice of the meeting being at least eight days._____ At the meetings every member of the Management Board shall have the right to cast one vote._____ The members of the Management Board shall be entitled to have themselves represented by any other member of the Management Board by means of an authorization In Writing._____ Meetings of the Management Board can be held through a telephone or video conference, or through any other communication medium, provided each member of the Management Board attending can be heard by all the others simultaneously, provided these meetings are chaired from a place in The Netherlands._____ Minutes must be taken of the proceedings at each meeting of the Management Board by the secretary and adopted and signed by the chairman and the secretary._____ The minutes can also be signed electronically provided that the identity of the signatories can be sufficiently established._____
3. The Management Board shall pass resolutions by an absolute majority of the votes validly cast by all the members of the Management Board present or represented at the meeting, who are entitled to take part in the decision-making process._____ The Management Board may also pass resolutions without holding a meeting, provided the resolution is passed In Writing, all the members of the Management Board are informed of the resolution to be passed, none of them objects to this manner of passing resolutions and the resolution is passed by an absolute majority of the votes validly cast by members of the Management Board who are entitled to take part in the decision-making process._____



In the event of an equality of votes, the General Meeting shall decide._____

4. A member of the Management Board does not participate in the discussions—
and the decision-making if the relevant member of the Management Board—
has a direct or indirect personal interest which conflicts with that of the—
Association and the organization with it._____

If, as a consequence thereof no resolution of the Management Board can be—
adopted, the resolution will be adopted by the General Meeting._____

5. Further rules concerning the meetings of and passing of resolutions by the—
Management Board may be laid down in standing orders._____

Article 12._____

Duties of the Management Board. Representation. Remuneration._____

1. Subject to the restrictions of the Articles, the Management Board will be—
responsible for the management of the Association._____

In performing their duties the members of the Management Board shall—
regard the interests of the Association and the organization connected with it._____

2. If the number of members of the Management Board falls below three, the—
Management Board will still be competent._____

The Management Board will, however, be obliged to convene a General—
Meeting as soon as possible at which the filling of the vacancy or vacancies—
must be discussed._____

In the event of the prevention or permanent absence of one or more—
members of the Management Board the remaining member(s) of the—
Management Board shall be in charge of the entire management of the—
Association._____

The General Meeting shall ensure that a person is appointed to temporarily—
manage the Association in the event of the prevention or permanent absence
of all the members of the Management Board or of the sole member of the—
Management Board._____

Prevention in this paragraph means in any case the circumstances that_____

- a. the member of the Management Board during a period in excess of—
seven days cannot be reached due to illness or any other cause; or—
- b. the member of the Management Board has been suspended._____

3. The Management Board will be authorized to have certain parts of its duties—
performed under its responsibility by committees appointed by the—
Management Board._____

4. Provided it has the approval of the General Meeting, the Management Board—
will be authorized to decide to conclude agreements to acquire, dispose of—
and encumber property subject to registration and to conclude agreements in—
which the Association binds itself as surety or joint and several debtor, —
warrants performance by a third party or provides security for a debt of a third
party and it will be authorized to represent the Association in these acts. —
The absence of this approval of the General Meeting can be invoked against—
third parties._____

5. The General Meeting will be authorized to subject resolutions of the—
Management Board to its approval._____



The Management Board must be informed of these resolutions In Writing, _____
with a clear description. _____

6. Without prejudice to the provisions of paragraph 4 of this article, the _____
Association is represented by the Management Board. _____
The chairman or two other members of the Management Board are also _____
authorized to represent the Association. _____
7. A remuneration can be granted to the Management Board members. _____
Expenses will be reimbursed to the Management Board members on _____
production of the necessary proof. _____

Article 13.

Report of the Management Board. Accountability.

1. The financial year of the Association runs from the first day of September _____
through the following thirty-first day of August. _____
2. The Management Board will be obliged to keep records of the financial _____
position of the Association and of everything concerning the activities of the _____
Association, in accordance with the requirements arising from these _____
activities, and to keep the books, documents and other data carriers in such _____
a way that the rights and obligations of the Association can be known from _____
them at any time. _____
3. Within six months of the end of the financial year, except where this period _____
has been extended to a maximum of four months by the General Meeting, _____
the Management Board must present a report of the Management Board at a _____
General Meeting on the course of events within the Association and the _____
policy pursued. _____
The Management Board must submit a hard copy of the balance sheet and _____
the statement of income and expenditure, with explanatory notes, to the _____
General Meeting for approval. _____
These documents must be signed by all the members of the Management _____
Board; if any of their signatures is lacking, the reasons for this omission must _____
be stated. _____
After expiry of the period, any of the members may claim fulfilment of these _____
obligations by the Management Board at law. _____
4. Each year the General Meeting will appoint a financial committee from _____
among the members, consisting of at least two persons who may not be on _____
the Management Board. _____
The financial committee must audit the documents referred to in the second _____
sentence of paragraph 3 of this article and must report its findings to the _____
General Meeting. _____
The Management Board will be obliged to provide the financial committee, for _____
the purposes of its audit, with all the information it requests, to show it the _____
Association's cash funds and assets if required, and to make the _____
Association's books, documents and other data carriers available to it for _____
reference. _____
5. If the audit of the report requires specific accounting knowledge, the financial _____
committee may be assisted by an expert. _____



6. The financial committee's mandate may be withdrawn at any time by the General Meeting, but only by appointing another financial committee.
7. The Management Board will be obliged to keep the books, documents and other data carriers referred to in paragraphs 2 and 3 of this article for a period of seven years, without prejudice to the provisions of paragraph 8 of this article.
8. The data placed on a data carrier, with the exception of the balance sheet and statement of income and expenditure recorded on paper, may be transferred to and stored on another data carrier, provided that this transfer involves a correct and full recording of the data and these data are available during the entire time they are stored and can be made legible within a reasonable period of time.

Article 14.

General Meetings.

1. In the Association, all powers which are not vested in the Management Board pursuant to the law or the Articles are vested in the General Meeting.
2. A General Meeting – the annual meeting – must be held annually within no more than six months of the end of the financial year.
The following matters must be included on the agenda of the annual meeting:
 - a. the report of the Management Board and the report referred to in Article 13, with the findings of the committee referred to in that article;
 - b. the discharge of the members of the Management Board from their liability for their management during the previous financial year;
 - c. the appointment of the committee referred to in Article 13 for the following financial year;
 - d. the filling of any vacancies;
 - e. any motions of the Management Board or the members, made known in the notice convening the meeting.
3. Other General Meetings are convened as often as considered desirable by the Management Board or when it is obliged to do so pursuant to the law or the Articles.
4. The Management Board will also be obliged to convene a General Meeting within no more than four weeks of a request having been made to this effect. In Writing by at least such a number of members as is authorized to cast at least one tenth of the votes.
If the request is not acceded to within fourteen days, those requesting the meeting may convene it themselves by means of a notice in accordance with article 18 or by placing an advertisement in at least one well-read newspaper in the location where the Association has its business address, with due observance of the period for convening the meeting referred to in Article 18. Those requesting the meeting may then place persons other than members of the Management Board in charge of the meeting and charge them with taking the minutes.

Article 15.

Access and right to vote.



1. All the members and all the honorary members of the Association and any—
member of the Management Board who is not a member of the Association—
have access to the General Meeting._____
Suspended members will not have access, subject to the provisions of_____
paragraph 8 of Article 7, nor will suspended members of the Management—
Board._____
2. The General Meeting decides on the admission of persons other than those—
referred to in paragraph 1 of this article._____
3. Every member of the Association who has not been suspended will have the—
right to cast one vote._____
A member of the Management Board who is not a member of the Association
will have an advisory role._____
4. A member may vote by proxy, given to another member In Writing._____
5. If the Management Board has opened the option in the notice to a General—
Meeting, the members will be authorized to exercise their voting rights by_____
means of an electronic means of communication, provided (i) the conditions—
for the use of that means of communication like the connection, the security—
and the like have been made public in the notice to the meeting, (ii) the_____
member is able to be identified, (iii) the member is able to acquaint himself of
the discussions at the meeting and (iv) if this option has been opened, the_____
member is able to participate in the discussions._____
6. If the Management Board has opened the option In Writing, votes can be_____
cast electronically in a period not earlier than thirty days prior to the General—
Meeting, at an e-mail address designated for that purpose._____
These votes shall have equal effect as votes cast in a General Meeting._____

Article 16.

Chairmanship. Minutes.

1. General Meetings are chaired by the chairman of the Association or the_____
chairman's deputy._____
If the chairman and the chairman's deputy are absent, one of the other_____
members of the Management Board, to be appointed by the Management_____
Board, will act as chairman._____
If it is also not possible to appoint a chairman in this manner, the meeting will
appoint its own chairman._____
Until that time the temporary chairman will be the oldest person present at_____
the meeting._____
2. Minutes must be taken of the proceedings at each meeting by the secretary—
or another person to be appointed for this purpose by the chairman and the_____
minutes must be adopted and signed by the chairman and the secretary._____
The minutes can also be signed electronically provided that the identity of the
signatories can be sufficiently established._____
Those convening the meeting may have a record drawn up of the_____
proceedings._____
The contents of the minutes or of the record must be made known to the_____
members._____



Article 17.

Passing resolutions at the General Meeting

1. The decision pronounced by the chairman at the General Meeting on the outcome of a vote will be decisive.
The same applies to the contents of a resolution which has been passed, in so far as voting was on a motion which had not been set out In Writing.
2. If, however, the correctness of the chairman's opinion is challenged immediately after it has been pronounced, a new vote must be taken if the majority of the meeting or, if the original vote was not taken by roll-call or ballot, a person present and entitled to vote so desires.
This new vote will nullify the original vote.
Votes that in accordance with article 15 paragraph 6 have been cast electronically prior to the General Meeting will also be deemed to be cast in the new vote.
3. In so far as not provided otherwise in the Articles or by law, all resolutions of the General Meeting must be passed by an absolute majority of the votes cast.
4. Blank votes and invalid votes are considered as not having been cast.
5. If an absolute majority is not obtained in a vote on persons, a second vote will be taken or, in the event of a binding nomination, a second vote between the nominated candidates.
If an absolute majority is again not obtained, repeated votes will be taken until either one person has obtained an absolute majority or a vote is taken between two persons and there is a tie.
With regard to the aforementioned repeated voting (which does not include the second vote), the vote will be between all the persons voted for in the preceding vote, except for the person obtaining the fewest votes.
If in the preceding vote the fewest votes were obtained by more than one person, lots must be drawn to decide which of them can no longer be voted for.
In the event that a vote between two persons is tied, lots will be drawn to decide which of them has been elected.
6. In the event of a tie, the motion will have been rejected, subject to the provisions of paragraph 5 of this article.
7. All voting must be by voice.
However, the chairman may determine that the votes must be cast by ballot.
With regard to a vote on persons, a person who is present and entitled to vote may also require that the votes be cast by ballot.
In the case of votes cast by ballot, the ballots must be sealed and unsigned.
Resolutions may be passed by acclamation, unless a person entitled to vote requires a vote by roll call.
8. A unanimous resolution of all the members, even if not together at a meeting, will have the same force as a resolution of the General Meeting, provided that it is passed with the prior knowledge of the Management Board.
This applies also for resolutions to amend the Articles or to dissolve the



Association._____

9. As long as all the members are present or represented at a General Meeting, resolutions may be passed on all matters coming up for discussion _____ therefore also a motion to amend the Articles or to dissolve the Association — provided they are passed unanimously, even if the meeting has not been—— convened in the prescribed manner or any other provisions for convening—— and holding meetings or related formalities have not been observed._____

Article 18._____

Convening General Meetings._____

1. General Meetings are convened by the Management Board, without_____ prejudice to the provisions of Article 14 paragraph 4._____ Meetings are convened by notice sent In Writing to the addresses (including— email addresses) of the members as listed in the register referred to in Article— 5._____ The period for convening the meeting must be at least seven days._____ If a member consents thereto In Writing, a notice to a meeting may be sent—— electronically by means of a readable and reproducible message at the_____ address which has been made known by him In Writing for that purpose to—— the Association._____
2. The notice convening the meeting must state the subjects to be discussed,—— without prejudice to the provisions of Articles 19 and 20._____

Article 19._____

Amendment to the Articles._____

1. Without prejudice to the provisions of paragraphs 8 and 9 of article 17 no—— amendments may be made to the Articles other than pursuant to a resolution— of a General Meeting, which must be convened by means of a notice—— specifying that amendments to the Articles will be proposed at that meeting.——
2. Those persons who have convened a General Meeting for the discussion of—— a motion to amend the Articles must make a copy of this motion, in which the— proposed amendment is set out verbatim, available for inspection by the—— members in an appropriate place from at least five days before the meeting—— until the end of the day on which the meeting is held._____
3. A resolution to amend the Articles requires at least two-thirds of the votes—— cast at a meeting at which at least two-thirds of the members are present or—— represented._____ If less than two-thirds of the members are present or represented, a second—— meeting must be convened and held within four weeks of the first meeting, at— which a resolution may be passed on the motion which was put forward at—— the first meeting irrespective of the number of members present or—— represented, provided the resolution is passed by a majority of at least two—— thirds of the votes cast._____
4. An amendment to the Articles will not come into force until a notarial deed of—— it has been drawn up._____ Any member of the Management Board is authorized to have such a deed—— executed._____



Article 20.

Dissolution.

1. The Association may be dissolved pursuant to a resolution by the General Meeting. The provisions of paragraphs 1 and 3 of Article 19 apply *mutatis mutandis*.
2. Following dissolution of the Association, its assets will be liquidated by the Management Board. The Management Board may resolve to appoint other persons as liquidators.
3. A positive liquidation balance will be transferred to the persons who were members when the resolution to dissolve was passed. Each of them will receive an equal share. In the resolution to dissolve, however, the positive liquidation balance may be applied for a different designation.
4. Following the liquidation, the books, documents and other data carriers of the dissolved Association will remain in the custody of the person designated for this purpose by the liquidators for the period prescribed by law.
5. In all other respects, the provisions of Title 1 of Book 2 of the Dutch Civil Code will apply to the liquidation.

Article 21.

Standing orders.

1. The General Meeting may draw up standing orders.
2. The standing orders may not be in conflict with the law, which also applies if there are no mandatory rules of law, or with the Articles.

Close.

The persons appearing are known to me, civil law notary.
This deed was executed in *Zuidlaren* on the date first above written. Before reading out, a concise summary and an explanation of the contents of this deed were given to the persons appearing. The persons appearing then declared that they had taken note of and agreed to the contents of this deed and did not want the complete deed to be read to him. Thereupon, after limited reading, this deed was signed by the persons appearing and by me, civil law notary.
(Volgt ondertekening.)

UITGEGEVEN VOOR AFSCHRIFT

