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## AMENDMENT OF THE 'STICHTING' STATUTES

Today, @, appears before me, mr. Karen Anne Hüpler-Hebben, notary Utrecht:  
@, and acting as set forth below.

The appearing person declares:

- the board of the foundation: Academic Student Council Foundation ('Stichting'), having its statutory seat in the municipality of Utrecht, having its registered office at 3584 EE Utrecht, Maupertuusplein 1, registered in the trade register under number 30229666, has decided to amend the statutes as listed below;
- the board has decided to appoint the appearing person to execute this statute-amendment;
- of the reported decisions of the board appears from an extract from the minutes of the relevant meeting, which are attached to this notarial act (Appendix).

The appearing person, acted as stated, further declares, for execution of the aforementioned resolution, the statutes of the foundation in its entirety change so that they read as follows:

### STATUTES

#### **Definitions**

1. In these statutes the following terms have the following meanings assigned to them

**advisory council** means the council of advice of the foundation.

**board** means the board of the foundation, unless stated otherwise.

**board member** means a member of the board.

**days** mean all days of the week and therefore do not exclude generally accepted public holidays or on the basis of the Algemene termijnenwet equated days.

**Dean** means the dean of UCU.

**Management** means the management of UCU, consisting of the Dean, the Managing Director, and the Student Assessor.

**policy manual** means the regulations ('reglement') in which subjects are discussed that are not included in these statutes.

**in writing** means a notice conveyed by letter, e-mail or any other electronic means of communication, provided the message is legible and reproducible.

**statutes** means the statutes of the foundation.

**foundation** means the foundation whose internal organisation is governed by these statutes, namely the foundation: Foundation University College Student Council, registered in the trade register under number 30229666.

**UCU** means University College Utrecht, a part of Utrecht University.

2. References to articles are references to articles of these statutes, unless explicitly stated otherwise. With references to these statutes to 'he' is also intended to refer to 'she' and 'they'. With references in these statutes to 'his' or 'him' is also meant to refer to 'her' and 'them'.

### NAME AND SEAT

#### Article 1.

1. The foundation bears the name: **Stichting University College Student Council.**  
Its abbreviated name shall be: UC Student Council.
2. It is located in the municipality of Utrecht.

### PURPOSE

#### Article 2.

1. The aim of the foundation is:

- a. representing the students of UCU and their interests in all matters directly or indirectly related to (improving the quality of) education at UCU;
  - b. to act as a bridge between students and the management of UCU;
  - c. bringing about innovation through producing and/or implementing proposals for changes in the academic status quo of UCU or additions thereto and furthermore everything related directly or indirectly holds or may be conducive to it, all in the broadest sense of the word.
2. The foundation tries to achieve its goal by, among other things:
- a. maintaining close administrative contacts with the Management, including by recommending one of the board members to the Dean for the position of student assessor and the position of the other board members in the *Faculty Council of UCU (the Faculty Council) and the Program Committee (the Degree Program Advisory Committee)*;
  - b. researching and keeping abreast of the students' opinions of University College Utrecht regarding academic matters;
  - c. communicating of the to them relevant information to the students or management,

and furthermore everything that has any direct or indirect connection holds or may be conducive thereto, all in the broadest sense of the word.

### **CAPITAL**

#### **Article 3.**

1. The foundation's assets are all received contributions, subsidies, gifts, bequests, legacies, as well as other income.
2. Bequests may be accepted only under the privilege of inventory.
3. The foundation's assets serve to achieve the purpose of the foundation. No natural person nor legal person can own assets of the foundation as if it were his own assets. The foundation does not hold more capital than is reasonably necessary for the continuity of the foreseen activities with the aim of achieving the purpose of the foundation.

### **GOVERNANCE**

#### **Article 4.**

1. The board of the foundation consists of a to be determined by the board number of at least three and at most six natural persons, with that provided that the board member is subject to the quality-requirement that he is a student enrolled at UCU. The number of board members is determined and adopted by the board unanimously.
2. Board members are appointed by the board. In emerging vacancies as soon as possible, but in any case within three months. If a board member is appointed by virtue of a particular capacity, this will be explicitly mentioned in the decision.
3. The board chooses from its midst a chairperson, a secretary and a treasurer. A board member can hold two positions within the board.
4. A board member is appointed for a period of one year, which runs from July 1 of any calendar year to June 30 of the following calendar year.

A board member can be reappointed once.

When one (or multiple) vacancy (or vacancies) arises in the board, the remaining board members (or the remaining board member), will within two months after the emergence of the vacancy (or vacancies) elect one (or multiple) successor(s).

5. In the absence or inability to act as a board member, the remaining board members are charged with the management.

In the case that one or multiple board members are missing, the remaining board members constitute a legal/authorized board.

If all board members are missing, the dean and the managing director of UCU can jointly appoint one new board member.

If all board members are missing and within one month of the occurrence of the last vacancy, no new appointment is made in accordance with the previous sentence, the board members of the relevant term of office preceding the term of office, can appoint new board members.

If all board members are missing and within two months of the last vacancy, no appointment is made in accordance with the previous sentence, any interested party can request the court of the district in which the foundation is registered to appoint a board member.

6. There is an absence if a vacancy arises through resignation or dismissal where no direct successor has been appointed or due to the death of one board member.

A board member is in any event unable to act because of:

- a. suspension;
- b. illness for longer than two months; or
- c. unable to reach for longer than two months,

is temporarily not authorized or able to exercise the to the board member or by rule of law, these statutes or policies of the foundation assigned tasks or authorisations.

7. The board membership ends:

- a. by his death;
- b. by his resignation;
- c. due to the loss of free control over his intellectual ability;
- d. by his dismissal through the court;
- e. by his dismissal through the board; the decision hereto is only possible by unanimous vote of the other board members;
- f. by loss of the capacity on the basis of which he is appointed;
- g. by no longer meeting the quality requirement as stated in article 4 paragraph 1;
- h. by the expiry of the time for which he has been appointed
- i. when the measure of academic or social probation is imposed by the Management, unless the Management and the director of education make an exception to this by means of a joint decision;
- j. by his irrevocable conviction for a crime as referred to in article 67 paragraph 1 Wetboek van strafvordering (Code of criminal procedure).

8. The board can dismiss a board member for neglect of his task, for other important reasons, or because of a drastic change of circumstances on the basis of which his board membership cannot reasonably be expected of the foundation.

9. The board can suspend a board member. The suspension will expire by operation of law if the board fails to proceed to dismissal within one month after the suspension on one of the grounds as described in paragraph 8 of this article.

10. A decision to suspend will be taken in the same way as is determined before in paragraph 7 sub e. of this article.

## **DUTIES, AUTHORISATIONS AND REMUNERATION**

### **Article 5.**

1. The board is charged with the management of the foundation. The board can as such one or multiple of its duties and/or authorisations, provided it is clearly described, endow to others. The person(s) who thus exercises authorisations, acts on behalf of and under responsibility of the board.
2. Each board member focuses on the fulfilment of his duties to the interest of the foundation and the associated organization.

3. Within the joint responsibility of a collegial board the tasks can be divided among the board members. The division of tasks can be further laid down in the policy manual.
4. The board is not authorized to decide to enter into agreements to acquire, dispose or encumbrance of registered property.
5. The board is not authorized to enter into agreements whereby the foundation commits itself as deposit or joint co-debtor, warrant performance by a third party or commit to provide security for a debt of another.
6. Board members are not entitled to any remuneration. Board members can have the right to receive a compensation for the by them performed duties (in reasonable) costs incurred and can furthermore receive a non-excessive amount of money for their work for the foundation.
7. The fees described in paragraph 6 of this article are made visible and explained in more detail in the annual accounts of the foundation.

### **DECISION-MAKING. CONFLICT OF INTEREST**

#### **Article 6.**

1. Board meetings are held as often as the chairperson or at least two of the other board members wish so, but at least ten times a year.
2. A board meeting is convened by or on behalf of the chairperson or at least two other board members, in writing stating the matters to be discussed, with a term of notice of at least five days in advance, the day of notice and the day of the meeting not included. If the notice is not in writing, or matters are discussed that were not mentioned in the convening notice, or the term of notice of the convocation is less than five days, decision-making is nevertheless possible, provided that all the board members in office are present or represented at the meeting and all board members assent to this.  
In urgent cases, the chairperson of the board can decide to deviate from the manner of convening and/or the notice period.
3. Board meetings are held in Utrecht. Board meetings can also be held by means of telephone- or videoconferences, or by any other means of communication, provided that each participating board member can be heard by all others simultaneously.
4. The board members have access to the meetings, as well as those that have been admitted by the board members present at the meeting. A board member can be authorised to represent a fellow board member by a written authorisation of the respective fellow board member. A board member can only act as proxy for one other board member. In board meetings a decision can only be made if at least half of the board members are present or represented.
5. The board strives for decisions to be taken by consensus. If consensus cannot be reached on a proposal, the concerned proposal is put to a vote. Every board member has a vote. The board decides by a simple majority of the votes cast validly. Blank votes are considered as not to have been cast. In the event of a tie, the proposal is rejected.
6. The meetings are chaired by the chairperson. In his absence the meeting itself provides for its leadership.
7. The matters discussed at each meeting are drawn up in minutes by one by the chairperson of the meeting appointed person. Instead of minutes, an action point- and/or decision list can be drawn up.
8. The board can also take decisions (in writing) outside a meeting, with ordinary majority of votes insofar as none of the board members opposes to this manner

of decision-making. The decision will be included in the report of the next meeting.

9. A board member guards against a conflict of interest between himself and the foundation.
10. If a board member of a collegial board in private or in public capacity has a conflict of interest with the foundation, he must report this to the other board members.
11. A board member should participate in the deliberations regarding the matter involving his conflict of interest, he does not have a right to vote in this matter, nor does he count for a possible quorum that applies in decision-making. If all board members have a conflicting interest, the board is nevertheless authorized to decide.
12. The board is at all times responsible for careful reporting of the decision-making if there is a conflict of interest as meant in paragraph 10 of this article.

### **REPRESENTATION**

#### **Article 7.**

1. The foundation is represented by the board. Furthermore, the foundation can be represented by two jointly acting board members.
2. The board can decide to grant a proxy to one or more board members as well as to third parties, to represent the foundation within the limits of that power of attorney.
3. The board will report the awarding of continuous representative authority to the trade register of the Chamber of Commerce (Kamer van Koophandel).

### **COMMISSIONS**

#### **Article 8.**

1. The board can set up and dissolve one or more committees.
2. The board determines the duties and powers of the committees.
3. The members of a committee are appointed and dismissed by the board.

### **REGLEMENTEN: POLICY MANUAL**

#### **Article 9.**

1. The board is authorized to draw up the policy manual.
2. The board is additionally authorized to adopt one or more regulations, in which those subjects are regulated, of which further regulation is considered desirable.
3. Regulations may not conflict with the law or these statutes.
4. The board is at all times authorized to amend or repeal a regulation.
5. With regard to a decision to adopt, amend or withdraw the policy manual and/or other regulations are stated in article 12 paragraph 1 and 2, corresponding application.

### **ADVISORY COUNCIL**

#### **Article 10.**

1. The foundation has an advisory council consisting of six to eight natural persons who have served on the board of the foundation. Boards from previous board years can go to the advisory council to make a non-binding nomination for members of the advisory council. Regarding the manner of making this nomination, further provisions can be included in the policy manual. Members of the advisory council are appointed by an absolute majority of votes of the advisory council. Appointments are made from a period of one year, which year runs from one July of any calendar year up to and including June 30 of the following calendar year. Members of the advisory council can be reappointed indefinitely.

2. The advisory council is composed of persons who, by virtue of their affinity with the objectives of the foundation, knowledge and experience in areas relevant to the board, can function as soundboard to the board.
3. The advisory council can give solicited and unsolicited advice.
4. Further provisions regarding the appointment of the members of the advisory council, their duties, powers and working method can be laid down in a policy manual, all with due consideration of the provisions in article 9 paragraph 4.

## **FINANCIAL YEAR AND ANNUAL ACCOUNTS**

### **Article 11.**

1. The financial year of the foundation coincides with the calendar year.
2. The board is obliged to determine the financial position of the foundation and of everything concerning the activities of the foundation, where according to the requirements that result from these activities, an administrative information and the pertaining books, records and other data carriers are laid out in such a way that the rights and obligations of the foundation can be known at all times.
3. The board is required annually within six months of the end of the financial year to make the annual account with accompanying notes from the foundation and to put it on paper.  
In addition, the board is obliged within the same period to make a board report of the goal achievement, the efforts and course of events as laid down in the relevant annual plan applicable for the year in question.
4. The board may, before adopting the aforementioned in paragraph 3 of these documents referred to in this article, have them examined by an expert to be appointed by the board. This person then reports his research.
5. The annual accounts with accompanying explanatory notes are established by the board. These documents must be signed by all board members; if a signature of one or more of them is missing, then this will be reported, with notice of the reasons.
6. Before the end of the financial year, the board draws up a budget and a policy plan for the next financial year. The policy plan is in accordance with the statutory objective and provides insight, among other things in the activities to be performed by the foundation, the management of the capital and how it is spent. The board is charged with implementation and the realization of the programs included in the policy plan and activities. The board adjusts the policy plan if necessary.
7. The board is obliged to keep the books, records and other data carriers as referred to in paragraphs 2 and 3 of this article for seven years.

## **AMENDMENT OF THE STATUTES, MERGER AND DEMERGER**

### **Article 12.**

1. The board is authorized to amend these statutes and to decide to merger and demerger. The decision thereto must be made by a two-thirds majority of votes taken in a meeting, to which all board members are present or represented. Is a meeting, in which such a decision is on the agenda, not in full, a second meeting will be convened, to be held no earlier and no later than four weeks after the first meeting. In this second meeting, regardless of the number of present or represented board members a decision of legal validity, as was the case in the first meeting, can be made with a two-thirds majority of the votes.
2. In the notice convening the meeting at which an amendment of the statutes will be proposed, a copy of the proposal in which the statute amendment is outlined verbatim must be added.

3. A decision as described in paragraph 1 of this article can only be taken after submitting it to the advisory council for advice.
4. The amendment of the statutes will only come into effect after a notarial deed thereof is formatted. Each board member is individually authorized to execute the reported notarial deed.

### **DISSOLUTION**

#### **Article 13.**

1. The board is authorized to dissolve the foundation.
2. To the board's decision article 12 paragraphs 1 and 2 apply correspondingly.
3. The foundation will continue to exist after dissolution insofar as this is needed until liquidation of its assets. In documents and announcements that come from her, it must be added to her name: 'in liquidatie' (in liquidation). The settlement ends at the time when there is no income known anymore to the liquidators.
4. The board is the liquidator of the foundation's assets. Provisions regarding the appointment, suspension and dismissal remain applicable to the board members. The other statutory provisions also remain in force as much as possible during the liquidation.
5. Any possible credit balance of the dissolved foundation will be allocated to a by the board to be decided purpose that is as much as possible in accordance with the objective of the foundation.
6. After the liquidation, the books and records of the dissolved foundation will be kept for seven years by a by the board appointed person.

### **FINAL PROVISION**

#### **Article 14.**

In all cases, in which both the law and these statutes do not provide, the board decides.

#### **Closing**

The appearing person is known to me, the notary. Furthermore, I, notary, have shared the professional contents of the deed to the appearing person and provided an explanation, including the from the contents of the deed arising effects.

The appearing person declares to have knowledge of the contents of the deed and has assented to it. Additionally, the appearing person explicitly declares to agree to the limited reading out loud of the deed.

Immediately after limited reading out loud, the deed is signed by the person appearing and by me, the notary. The deed is executed in Utrecht on the date mentioned at the beginning of this deed.