



ENGLISH STATUTEN

ARTICLES OF ASSOCIATION

M.S.D.V.

LET'S DANCE!

ARTICLES OF ASSOCIATION LET'S DANCE!

TRANSLATOR'S NOTE:

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FOR A COPY OF THE ORIGINAL DOCUMENT WITH NOTARY WATERMARKS PLEASE CONSULT THE CURRENT BOARD.

FOUNDING ASSOCIATION

This day, the sixteenth of May two thousand and one, appeared before me, Mr. Carolus Josephus Leussink, notary at the site Heerlen:

1. Ms. Helen van Eeden, born the fourth {PERSONAL INFORMATION REMOVED}, (holder of the Dutch passport number {PERSONAL INFORMATION REMOVED}), living at {PERSONAL INFORMATION REMOVED};
2. Mr. Gertjan Tommel, born the twenty fourth {PERSONAL INFORMATION REMOVED}, (holder of the Dutch passport number {PERSONAL INFORMATION REMOVED}), living at {PERSONAL INFORMATION REMOVED}.

The persons appearing declared their desire to found an association with the following Articles of Association.

ARTICLES OF ASSOCIATION

NAME AND SEAT

ARTICLE 1

1. The association carries the name: Maastrichtse Studentendansvereniging Let's Dance! abbreviated to **M.S.D.V. Let's Dance!**
2. It has its seat in the municipality of Maastricht.

PURPOSE

ARTICLE 2

1. The purpose of the association is the practicing and promoting of the dance sport. The association operates on a principle of non-profit.
2. It tries to accomplish this purpose by, amongst other things:
 - Facilitating the opportunity to practice dance sport;
 - the creation of a bond between its members;
 - the promotion of dance sport;
 - taking measures which allow the members to exercise dance sport;



- everything relating to this matter described in the from here onwards referred to as ‘Rules of Procedure’;

DURATION AND FINANCIAL YEAR

ARTICLE 3

1. The association has been formed for an indefinite duration.
2. The association year and the financial year of the association run from the first of September until and including the thirty first of August of the following year – (academical year) with the agreement that the first financial year commences at the founding of the association (and ends at the thirty first of August of the year following the year of founding).

MEMBERSHIP

ARTICLE 4

1. The association knows normal members and honorary members.
2. Ordinary members are those who have applied as such in writing at the board and have been admitted by the board as members. Of this proof is given by a board issued declaration.
In the case of non-admission by the board the general members meeting can still decide to allow admittance.
3. Honorary members are those persons who have been extraordinarily valuable to the association. Honorary members are – exclusively by proposal by the board – appointed by the general members meeting. A specific proposal on this needs to be accepted by a majority of at least three fourths of the votes cast.
4. The membership is personal and cannot be transferred or obtained through succession.

ARTICLE 5

1. The membership expires:
 - a. at the member’s death;
 - b. at termination by the member;
 - c. at termination by the association;
 - d. at dismissal.
2. Termination of the membership on behalf of the member can only occur towards the end of the financial year. It occurs by sending a request in writing to the board, taking into account a term of notice of at least 4 weeks.
Should a termination not have occurred in a timely fashion, the membership continues until the end of the next financial year.
The membership expires immediately:
 - a. if no reasonable requirements can be made of the member to continue the membership;
 - b. within a month after a decision has been made whereby the members’ rights have been limited or their obligations have been expanded, has become known to the member or been announced (unless it concerns a change in the financial rights and obligations);

- c. within a month of the announcement of the decision to convert the association to another legal form or fusion has been made known to the member.
3. Termination of the membership on behalf of the association can be made at the end of the financial year by the board:
 - when a member after having been notified, in writing, twice within two months, of unfulfilled financial obligations towards the association for the current financial year, has still not met these obligations;
 - when the members has ceased meeting all requirements for membership in effect at that time, as defined by the Articles of Association.The term of notice equals at least four weeks.
Should a termination not have occurred within due time, then membership continues until the end of the next financial year.
The resignation can result in immediate termination in those cases where continued membership cannot be required of the association.
The termination always occurs in writing with mention of the applicable reasons.
4. Dismissal of membership can only occur when a member acts contrary to the Articles of Association, procedures or decisions of the association or when the member disadvantages the association in an unreasonable fashion.
It is executed by the board, who informs the member of the decision as soon as possible, with mention of the applicable reasons. The member concerned is authorized to appeal the decision within one month of notification at the general members meeting.
During the period of appeal and pending the appeal the member is suspended. A suspended member has no right to vote.
5. When the membership ends during the course of a financial year, the annual membership fee is still indebted in its entirety by the member, unless the board decides otherwise.

BENEFACTORS

ARTICLE 6

1. Benefactors are those who have been accepted by the board as benefactors. The board is authorized to end the benefactor ship by written notification of termination.
2. Benefactors are obligated to pay to the association an annual fee, of which the minimum amount is determined by the general members meeting.
3. Benefactors only have the right to be present at the general members meeting. They do not have the right to vote there, but do have the right to address the general members meeting.

MEMBERSHIP FEES

ARTICLE 7

1. Every member is obligated to pay a membership fee annually. The amount of this fee is determined by the general members meeting.
2. Honorary members are exempted from the obligation to pay membership fees.

3. The board is authorized, in special cases, to permit full or partial exemption of the obligation to pay a fee.

BOARD

ARTICLE 8

1. The board consists of at least three and at most seven natural persons.
2. The board members are appointed by the general members meeting from the members of the association, while taking into account the following.
The general members meeting determines the number of board members.
The president is chosen as such by the general members meeting. The remaining board positions, at least comprising those of secretary and treasurer, are divided amongst the board members.
3. The appointment of the board members occurs by one or more binding proposals, unabated by that stated in subsection 4 of this article. To draft such a proposal are authorized both the board or ten percent of the total number of members entitled to vote.
4. From every proposal the binding character can be revoked by a decision of the general members meeting, supported with at least two-thirds of the votes cast.
5. Board members can at all times, with statement of reason, be suspended and discharged by the general members meeting. Such a decision has to be ratified with a two-thirds majority of the votes cast, in a general members meeting where at least two-thirds of all members is present or represented.
6. The suspension ends when the general members meeting has not decided on discharge of the board member within three months of its commencement. The suspended board member is given the opportunity to justify him or herself, and can choose to be supported by a counselor.
7. Board members are appointed for a period lasting at most one year. A year in this sense is meant to equal an academical year of the Universiteit Maastricht.
8. Should the number of board members fall below the minimum number mentioned in subsection 1 of this article the board remains authorized. The board is obligated to assemble a general members meeting as soon as possible, where the availability of positions is addressed.
9. During the meetings and the decision-making of the board that which is determined in the articles Article 11 to Article 14 applies as much as possible.

ARTICLE 9

1. The board is tasked with managing the association.
2. The board, with prior consent from the general members meeting, is authorized to decide to enter into agreements to obtain, transfer of title or encumbrance of registered property and to enter into agreements where the association itself is a guarantee or is a debtor who is liable jointly and severally, to support a third party or to pose itself as a standing security for another party, but only if the general members meeting has agreed to this with at least two thirds majority of the valid votes cast.

ARTICLE 10

1. The board represents the association.
2. The right to be empowered to act as a representative accrues to the president together with the secretary or treasurer, or the secretary together with the treasurer.
3. The board can permit one or more board members or third parties to execute orders given by the board.

GENERAL MEMBERS MEETINGS

ARTICLE 11

The general members meetings take place in the municipality of Maastricht.

ARTICLE 12

1. Access to the general members meeting is allowed to those members who have not been suspended, the benefactors and those who have been invited to the general members meeting by either the board or the general members meeting.
A suspended member has access to the general members meeting where the decision about his suspension is attended to, and is authorized to speak about this issue.
2. With the exception of suspended members every member has one vote in the general members meeting. Every member who is entitled to vote can give another member who is entitled to vote permission to vote in his stead. Any such member can represent at most two other persons.
3. A unanimous vote of all members entitled to vote, even though not assembled in a meeting, has, when taken with foreknowledge of the board, the same power as a decision of the general members meeting. This decision can also come to being in writing.
4. The president decides the manner in which votes are held in the general members meeting.
5. Votes about issues happen verbally, those about persons in writing, unless the president of the meeting, without objection of any member, decides on another method. Votes in writing are made by way of unsigned closed notes.
6. All decisions in which by law or by these Articles of Association no larger majority is needed, are accepted by certain majority of the votes cast.
 - Should a vote be abandoned about issues, the proposal is rejected.
 - When a vote is abandoned about persons, fate decides.
 - Should during a choice between two persons a certain majority not be attained by either party, another vote will occur between the parties, where the largest number of votes wins, if necessary after run-off votes.
7. As long as all members are present, or represented, in a general members meeting, decisions taken by unanimous consent can be brought up for discussion – including changes of the Articles of Associations, fusion or dissolution – even when no announcement has taken place, or it did not take place in the prescribed manner or any other requirement relating to the announcement or organization of meetings and any other relating formalities has not been observed.

ARTICLE 13

1. The general members meeting is presided by the president or, in his absence, his replacement.
Should no board members be present, then the meeting provides its own presiding person.
2. The by the president of the general members meeting spoken decision regarding the outcome of a vote is definitive. The same goes for the contents of a decision, in so far as it was voted on by a non-written proposal.
However, should the validity of a decision be in doubt immediately after the verbal announcement of the decision by the president, then a new vote will take place, but only if the majority of the meeting, or when the original vote did not occur by call or in writing, an entitled voter desires this.
As a consequence of this revote, the implications from the original vote are cancelled.
3. Of everything which comes to discussion during the general members meeting minutes will be kept by the secretary or by a by the president appointed person. These minutes will be ascertained in the same or the next general members meeting and to show this, signed by the president and secretary of that meeting.

ARTICLE 14

1. The board is obligated to keep track of the account balance of the association in such a way that all times the association can determine its rights and obligations from these notes. The treasurer is obligated to inform the board immediately should the association not be able to fulfill its financial obligations.
2. The board submits its report during the in Article 16 mentioned annual members meeting, and with negotiation about a balance and a state of assets and liabilities, account and accountability about its decisions in the past financial year. After their term has expired any member can demand from the board to see the account and accountability.
3. The board is obligated to keep the documents mentioned in subsections 1 and 2 for ten years.

ARTICLE 15

Should the general members meeting not appoint an external expert, then it annually assigns from its members a committee of at least two persons, who cannot be a part of the board. The committee investigates the balance and accountability of the board and reports its findings to the general members meeting.

Should the investigation of the balance and accountability require special accounting knowledge, then the committee can be supported by an expert at expense of the association. The board is obligated to provide any information the committee requires, if desired even showing the cash register and its values and inspection of the records and documents of the association.

The instruction of the committee can at all times be recalled by the general members meeting, but only by the appointing of a new committee.

ARTICLE 16

1. Annually at least one general members meeting is held.
This annual meeting should be held within six months after the end of the financial year, unless this period is extended by the general members meeting.
In this annual member meeting the following must come up for discussion:
 - the annual report and the balance and accountability mentioned in Article 14 including the report of the cash office control committee;
 - the appointment of the possible cash office control committee for the next year;
 - providing in any vacancies if necessary;
 - proposals of the board or the members, stated in the summons for the meeting or any timely addition to it.
2. General members meetings are called by the board as often as it deems necessary or is obligated to by law.
3. At a written request by at least one tenth of the members entitled to vote the board is obligated to call a general members meeting, to be held within four weeks of the request being filed.
Should the request not be carried out within fourteen days, the petitioners can call a general members meeting themselves as described in subsection 4 by way of an advertisement in at least one of the locally well-read daily newspapers.
The petitioners can then also appoint other people than the board members to lead the meeting and draft the minutes.
4. The calling together of a general members meeting happens by written notification of the members entitled to vote with a term of notice of at least seven days.
The subject coming up for discussion should be mentioned as well.

CHANGE TO THE ARTICLES OF ASSOCIATION

ARTICLE 17

1. Amendment of the Articles of Association can only take place by decision of the general members meeting, if it was mentioned that a regulatory amendment was proposed on the agenda.
2. They who requested a general members meeting with the purpose of enacting regulatory amendments have to provide access to a transcription of their proposal for the new Articles of Association at least seven days in advance of the general members meeting until the end of the day the general members meeting was held.
3. Amending the Articles of Association can only be ratified by the general members meeting if it was accepted by a majority of two-thirds of the votes cast in a meeting where two-thirds of the members are present or represented.
4. The amended Articles of Association become operative after a notary deed has been signed.
Each of the board members is authorized to execute the notary act.
5. That which is determined in subsections 1 and 2 does not apply if all members entitled to vote are present or represented, and the decision to amend the Articles of Association was taken by a unanimous vote.

6. The board members are obligated to deposit an authentic transcription of the deed of regulatory amendment and a complete and continuous text of the Articles of Association, as they exist after the amendment, at the office of the Chamber of Commerce's index.

DISSOLUTION AND SETTLEMENT

ARTICLE 18

1. That which was determined in Article 17 subsections 1, 2, 3 and 5 applies accordingly to the decision of the general members meeting to dissolve the association.
2. The general members meeting decides the destination of the surplus budget , pertaining to the decision in the previous subsection, as much in line with the association's goal as is possible.
3. Unless the general members meeting decides otherwise the settlement is executed by the board.
4. After dissolution the association exists as long as is necessary to complete the settlement of its assets and liabilities.
During the settlement the Articles of Association apply as much as possible.
In documents and announcements which are sent in the association's name the Dutch translation of the words "in liquidation" must be added.
5. The settlement ends on the instant no more surplus assets or liabilities are known to the settling party.
6. The books, records and documents of the dissolved association are required to be kept for a period of ten years after termination of the settlement. The keeper is that person appointed as such by the settling party.

REGULATIONS

ARTICLE 19

1. The general members meeting can establish and amend one or more regulations, in which topics dealt with which are not or not completely dealt with by these Articles of Association.
2. A regulation is not allowed to contain any provisions which act contrary to the law or these Articles of Association.
3. When deciding upon amendment of a regulation document that which has been determined in Article 17 section 1, 2 and 5 applies accordingly.

CLOSING STATEMENT

ARTICLE 20

The general members meeting has all powers which are not delegated to other parties by law or regulations.

FINAL COMMUNIQUÉ

In closing the persons appearing declare the following:
As member of the association enter all founders.

They appoint the first board members as follows:

1. Mr. Arjan Gerardus Petronella ter Huurne, born the twenty fifth {PERSONAL INFORMATION REMOVED}, (holder of the Dutch passport {PERSONAL INFORMATION REMOVED}), living at {PERSONAL INFORMATION REMOVED}, as president;
2. Ms. Annemarie Petronella Catharina Wetzels, born the seventh {PERSONAL INFORMATION REMOVED}, (holder of the Dutch passport number {PERSONAL INFORMATION REMOVED}), living at {PERSONAL INFORMATION REMOVED}, as secretary;
3. Ms. Fleur Krina Johanna de Ron, born the first {PERSONAL INFORMATION REMOVED}, living at {PERSONAL INFORMATION REMOVED}, {PERSONAL INFORMATION REMOVED};
4. Ms. Elonoor Jannette van Oosten, born the twenty sixth {PERSONAL INFORMATION REMOVED}, (holder of the Dutch passport number {PERSONAL INFORMATION REMOVED}), living at {PERSONAL INFORMATION REMOVED}, as board member;
5. Mr. Robertus Franciscus Henricus Nooijen, born the twentieth {PERSONAL INFORMATION REMOVED}, (holder of the Dutch passport number {PERSONAL INFORMATION REMOVED}), living at {PERSONAL INFORMATION REMOVED}, as board member;
6. The person appearing sub 1 aforementioned, as board member;
7. The person appearing sub 2 aforementioned, as board member.

END OF DOCUMENT

The persons appearing declared to have timely knowledge of the content of this document and agree with it.

TAKEN NOTE OF

Became operative in Heerlen at the date as mentioned in the header of this document.

The persons appearing and the identity of the concerned persons are known and confirmed to me, notary, by means of the previously mentioned and thereto intended documents.

The contents of this document have been made known to the persons appearing and explained by me, notary, after which they declared to not need complete recital of the document.

This document has been partly read aloud and immediately signed, first by the persons appearing and then by me, notary.

H. van Eeden, G. Tommel, C.J. Leussink.

TRANSLATED BY JEAN BLOM