

d56947JS

**AMENDMENT**

Present, \*, appeared for me, Mr. Jan Smit, notary based in Wageningen:

1. Ms Gerlinda Sabrina Samson, residing at 6701 BT Wageningen, Hoogstraat 14-A, born in Zwolle on fifteen December nineteen hundred and eighty-five, identifying herself with her passport, number NRKKFL898, unmarried and not a registered partner;
2. Mr Leon Hendrikus Oosterik, residing 6708 PG Wageningen, Dijkgraaf 4-BGA, born in Hengelo (Overijssel) on nine March nineteen hundred and eighty-seven, identifying himself with his passport, number NG838525, unmarried and not a registered partner;

acting in their capacity as respectively chairman and secretary of the association established in Wageningen with full legal capacity: Studenten Zwemvereniging Aquifer, factual address: 6708 PE Wageningen, Bornsesteeg 2, registered in the trade register of the Chamber of Commerce for Central Gelderland in Arnhem under number 09136157, and representing this association in accordance with its articles of association, validly, in order to implement a decision to be notified.

The comparants, acting as reported, stated:

that the association established in Wageningen: Studenten Zwemvereniging Aquifer, hereinafter also referred to as: the association, was informally founded in the month of September of the year two thousand two;

that the articles of association of the association have been amended and recorded by deed, which was executed on the fourth of June two thousand three for Mr. R.G. Fierst van Wijnandsbergen, at the time notary in Wageningen; as a result, the association was given full legal capacity;

whereas, at a meeting held on \*, it was decided to amend the statutes of this association in its entirety;

that the abovementioned decisions are apparent from the minutes of the meeting, a copy of which is attached to this act.

Implementing the above, the comparants stated that the articles of association of the aforementioned association are amended as follows:

**NAME AND REGISTERED OFFICE****Article 1**

The association bears the name: **Studenten Zwemvereniging Aquifer**, by abbreviation to be called: **SZV Aquifer**.

It has its registered office in Wageningen.

**DURATION****Article 2**

The association, which was founded on the fourth of June two thousand three, is entered into for an indefinite period.

#### PURPOSE

##### Article 3

1. The association aims to have the practice and promotion of swimming by students of the Scientific and Higher Professional Education.
2. The practice and promotion of professional swimming shall be excluded from the purpose.
3. The association tries to achieve this goal by, among other things:
  - a. to hold competitions;
  - b. provide exercise for the members;
  - c. to organize events in the field of swimming;
  - d. to install and maintain the necessary accommodation.
4. The association tries to achieve this goal, among other things, by acquiring and subsequently retaining the membership of the Royal Dutch Swimming Association (abbreviated KNZB), established in Nieuwegein under recognition of the KNZB as the only governing and controlling body in the field of swimming in the Netherlands.
5. The association is also affiliated with the Gelderland circle of the KNZB. What is stated in article eight (obligations of the members) with regard to the KNZB also applies to the Gelderland circle of the KNZB.

#### FISCAL YEAR

##### Article 4

The association's financial year coincides with the academic year of Wageningen University and Research Centre.

#### ARRANGEMENT

##### Article 5

1. Organs of the association are the board, the general meeting and all other persons and committees, who, pursuant to the articles of association, are charged by the general meeting with a specified task and to whom decision-making power has been granted by the general meeting.
2. The organs of the association referred to in paragraph 1 shall not have legal personality.

#### MEMBERS

##### Article 6

1. Members of the association can be those who follow scientific or higher professional education and actively practice or have practiced swimming. Those who followed intended education less than one year prior to the start of the association year can also be members. Those who practice this sport as a profession cannot be members.

2. Members of the association are natural persons who have been admitted as members by the board at their request.
3. Minors wishing to be admitted as members shall submit a written consent of their legal representative with their application.
4. In the event of non-admission by the board, admission will still be decided by the next general meeting at the request of the person concerned.
5. Persons who have been excluded for life by the KNZB or the circle from the right to participate in any activity or from the right to hold positions in the KNZB cannot be admitted as members of the association.
6. The Board shall keep a register containing the names and addresses of all members.

#### PATRONS

##### Article 7

1. Beneficiaries are those who have expressed their willingness to support the association financially with a minimum contribution to be determined by the general meeting.
2. Beneficiaries shall not be members and shall have no rights or obligations other than those conferred and imposed on them by or pursuant to the statutes.

#### ADMISSION

##### Article 8

1. The board decides on the admission of members and benefactors.
2. In the event of non-admission to membership, the general meeting may still decide on admission.

#### OBLIGATIONS OF MEMBERS

##### Article 9

1. Members shall be obliged to:
  - a. to comply with the statutes and regulations of the association and the decisions of the organs of the association referred to in Article 5 and to recognize the jurisdiction of the bodies referred to therein;
  - b. to behave towards each other and towards the association according to what is demanded by reasonableness and fairness;
  - c. not to harm the interests of the association and of its organs, those of the KNZB and its bodies and those of swimming in general;
  - d. to accept and fulfil all other obligations arising from membership or which the association enters into on behalf of its members.
2. The members and other members as well as those who hold a position in the association, whatever, submit themselves by accepting their membership, affiliate or function vis-à-vis the KNZB to the same obligations to which the association as a member of the KNZB is or will be subject, including the obligation to comply with the statutes and regulations of the KNZB and the

decisions of its organs, to accept all other obligations arising from the membership of the association as a member of the KNZB and member of the Gelderland circle or which the KNZB enters into on behalf of its members, and to submit to disciplinary jurisdiction, disciplinary case law, arbitrary case law and administrative case law, as laid down and further regulated in the relevant regulations of the KNZB, however, with regard to the obligations entered into by the KNZB and/or the Gelderland circle on behalf of its members, only insofar as these obligations also relate to the members of the association.

In this article, other members are also understood to mean those who in any way more or less regularly use the services of the association.

The association is authorized to enter into the obligations towards the KNZB on behalf of its members, as described in this paragraph.

### CONTRIBUTION

#### Article 10

1. The members shall be obliged to pay to the association an annual membership fee, which shall be determined by the general meeting. The members can be divided into categories, which pay a different contribution.
2. If membership ends during the financial year, the membership fee shall nevertheless remain due for the entire year.
3. In special cases, the board is entitled to grant total or partial exemption from the obligation to pay dues.

### END OF MEMBERSHIP

#### Article 11

1. Membership ends:
  - a. by death of the member;
  - b. by termination by the member;
  - c. by termination on behalf of the association. This can take place when a member has ceased to meet the requirements for membership set out in the articles of association, when he does not fulfil his obligations towards the association, as well as when the association cannot reasonably be expected to continue the membership;
  - d. by dismay. This can only be pronounced if a member acts contrary to the statutes, regulations or decisions of the association, or unreasonably disadvantages the association.
2. Termination on behalf of the association is done by the board.
3. Termination of membership by the member or by the association can only take place at the end of an association year and with due observance of a notice period of four weeks. However, the membership can be terminated immediately if the association or the member cannot reasonably be expected to continue the membership.

4. A termination in violation of the provisions of the previous paragraph, makes the membership terminate at the earliest permitted time following the date on which was terminated.
5. Immediate termination of membership by termination is also possible for a member:
  - (a) within one month of the publication or communication to the member of a decision restricting the rights of members or increasing their obligations. The decision shall then not apply to that paragraph. However, a member shall not be entitled, by denunciation, to exclude, by way of denunciation, a decision which aggravates the obligations of the members in respect of him or her;
  - b. within one month after a decision to convert the association into another legal form or to merge has been communicated to him.
6. Disqualification from membership shall be made by the board.
7. A decision to terminate membership by the association on the grounds that the association cannot reasonably be expected to continue membership and a decision to withdraw from membership shall be subject to appeal to the general meeting within one month of receipt of the notification of the decision. To that end, he shall be informed of the decision in writing as soon as possible, stating the reasons for it. During the appeal period and pending appeal, the member is suspended.
8. If the membership ends in the course of an association year, the annual contribution remains due for the whole.
9. Except in the event of death, a member who has given notice shall be deemed to be a member as yet as long as he has not fulfilled his pecuniary obligations towards the association or as long as any matter involving the member has not been settled, including the enforcement of an imposed sentence. During this period, the data subject cannot exercise any rights.

#### END OF BENEFICIARIES' RIGHTS AND OBLIGATIONS

##### Article 12

1. The rights and obligations of a beneficiary may be terminated at any time by mutual termination, except that the annual contribution for the current association year remains due for the whole.
2. Termination on behalf of the association is done by the board.

#### RIGHTS OF BENEFICIARIES

##### Article 13

In addition to the other rights granted to beneficiaries by or pursuant to these statutes, they have the right to attend the competitions, exercises and other events organized by the association.

#### BOARD

#### Article 14

1. The board of the association consists of at least five adult members, who are elected by the general assembly from among the members, namely: a chairman, a secretary, a treasurer and at least two other board members. The number of board members is determined by the general meeting.
2. The chairman, the secretary and the treasurer shall form the executive board.
3. The appointment of board members shall be made on the basis of one or more binding nominations, subject to the provisions of paragraph 5. Both the board and ten members are authorized to draw up such a nomination. The nomination of the board is communicated at the convocation for the meeting. A nomination by ten or more members must be submitted in writing to the board before the start of the meeting.
4. Each nomination may be deprived of its binding character by a resolution of the general meeting, taken by at least two-thirds of the votes cast, taken at a meeting in which at least two-thirds of the members are represented.
5. If no nomination has been drawn up, or the general meeting decides, in accordance with the preceding paragraph, to deprive the drafted nominations of their binding character, the general meeting is free to choose.
6. Where there is more than one binding nomination, the appointment shall be made from those nominations.

#### END OF BOARD MEMBERSHIP, PERIODIC MEMBERSHIP, SUSPENSION

#### Article 15

1. Any board member, including if appointed for a specified period, may be dismissed or suspended at any time by the general meeting. A suspension which is not followed within three months by a decision to dismiss shall end with the expiry of that period.
2. Each board member shall resign no later than one year after his appointment. A board member may be reappointed.
3. The membership of the board shall also end:
  - a. with regard to a board member appointed from among the members: by the termination of the membership of the association;
  - b. by thanking, with due observance of a notice period of six months;
  - c. by death.
4. Each board member is obliged to the association to properly fulfill the task assigned to him. If it concerns a matter that belongs to the employment of two or more board members, each of them is jointly and severally liable to the association, unless he proves that the shortcoming is not attributable to him and that he has not been negligent in taking measures to avert the consequences thereof.

#### BOARD POSITIONS BOARD DECISION-MAKING

Article 16

1. The Board shall appoint a chairman, a secretary and a treasurer from among its members. It can appoint a replacement for each of theirs from their midst. A board member may hold more than one position.
2. Minutes of what is dealt in at each meeting shall be drawn up by the Secretary, which shall be adopted and signed by the Chairman and the Secretary. Contrary to what the law stipulates in this regard, the opinion of the chairman regarding the formation and content of a decision is not decisive.
3. Internal rules may lay down detailed rules concerning the meetings of and decision-making by the Steering Board.

MANAGEMENT TASK REPRESENTATIONArticle 17

1. Subject to the limitations according to the articles of association, the board is charged with the management of the association while the executive board is charged with handling all current and urgent matters.
2. If the number of board members has fallen below five or the number of members of the executive board below three, both the board and the executive board remain competent, but the board is obliged to convene a general meeting as soon as possible to fill the vacancies.
3. The board is authorized under its responsibility to have certain parts of its task carried out by committees, the members of which are appointed by the board and can be dismissed at any time.
4. The board is, subject to the approval of the general meeting, authorized to decide to enter into agreements for the purchase, disposal or encumbrance of registered property, the conclusion of agreements in which the association commits itself as a guarantor or jointly and severally liable, makes a strong case for a third party or undertakes to provide security for a debt of another. The absence of this approval may be invoked by and against third parties.
5. Without prejudice to the provisions of the last sentence of paragraph 4, the association shall be represented by the board. The power of representation also belongs to two jointly acting board members.

PRESENTATION OF THE ACCOUNTSArticle 18

1. The association year shall run from one September to thirty-one August of the following calendar year.
2. The board is obliged to keep a note of the financial status of the association in such a way that its rights and obligations can be known from it at any time.
3. The board of directors - subject to an extension of this period by the general meeting - shall publish its annual report at a general meeting within four months of the end of the financial year on the course of events in the

association and on the policy pursued. It submits the balance sheet and the statement of income and expenses to the meeting with an explanatory note for approval. These documents are signed by the directors; if one or more directors are missing, this will be reported, stating the reasons. After the expiry of the term, any member of the joint directors may claim in court that they comply with this obligation.

4. The general meeting shall appoint a financial committee from among the adult members, consisting of at least two persons, who persons may not be part of the board.
5. The Finance Committee shall examine the accounts of the Management Board and report its findings to the General Meeting.
6. If the examination of the accounts requires special accounting knowledge, the Committee of Inquiry may be assisted by an expert. The board is obliged to provide the committee with all the information it wishes, to show it the cash and the values if desired and to give it access to the books and documents of the association.
7. The order of the committee may be revoked at any time by the general meeting, but only by the appointment of another committee.
8. The board is obliged to keep the documents referred to in paragraphs 2 and 3 for seven years.

#### GENERAL MEETING

##### Article 19

1. The general meeting in the association shall have all powers that are not conferred on the board by law or the articles of association.
2. A general meeting shall be held annually no later than four months after the end of the financial year.
3. The agenda of the meeting referred to in paragraph 2 shall include at least:
  - a. adoption of the minutes of the previous general meeting;
  - (b) the annual report and the accounts referred to in Article 18 together with the report of the committee referred to therein;
  - (c) adoption of the budget for the current financial year.
  - d. the appointment of the committee referred to in article 18 for the following association year;
  - e. provision for any vacancies;
  - f. proposals from the board or the members, announced at the convocation for the meeting;
4. Other general meetings shall be held as often as the board deems appropriate.
5. Furthermore, at the written request of at least such a number of members as is authorized to cast one/tenth of the votes, the board is obliged to convene a general meeting within a period of no more than four weeks after the



submission of the request. If the request is not complied with within fourteen days, the applicants themselves may proceed to that convocation by convocation in accordance with Article 24 or by advertisement in at least one widely read newspaper in the place where the association is located. The applicants may then entrust other than board members with the direction of the meeting and with the preparation of the minutes.

#### ACCESS AND VOTING RIGHTS

##### Article 20

1. All members of the association and all benefactors have access to the general meeting. Suspended members and suspended board members shall not have access on the understanding that a suspended member shall have access to the meeting in which the decision to suspend is discussed. He shall also have the right to speak at that meeting.
2. The general meeting shall decide on the admission of persons other than those referred to in paragraph 1.
3. Each member of the association who is not suspended shall have one vote.
4. A member may vote by another member authorised to do so in writing.

#### PRESIDENCY, MINUTES

##### Article 21

1. The general meetings shall, unless the situation arises as defined in the last sentence of Article 19 paragraph 5, be chaired by the president of the association or his alternate. In the absence of the chairman and his alternate, one of the other board members will act as chairman by appointing the board. If the presidency is not provided for in this way either, the meeting itself will provide for it.
2. Minutes shall be taken of what is dealt in at each meeting by the Secretary or any other person designated for that purpose by the Chairman, which shall be adopted and signed by the Chairman and the note-taker. Those who convene the meeting may have a notarial report drawn up of the traded.  
The contents of the minutes or minutes shall be communicated to members.

#### DECISION-MAKING OF THE GENERAL MEETING

##### Article 22

1. The chairman's opinion on the result of a vote expressed at a general meeting shall be decisive. The same applies to the content of a decision taken in so far as a vote has been taken on a proposal that has not been recorded in writing.
2. However, if, immediately after the judgment referred to in the first paragraph has been pronounced, its accuracy is contested, a new vote shall be taken if the majority of the assembly or, if the original vote was not by roll call or in writing, a voting person present so requires. This new vote removes the legal effects of the original vote.

3. Unless otherwise provided for by the statutes or by law, all resolutions of the general meeting shall be taken by an absolute majority of the votes validly cast.
4. Each voting member shall be entitled to cast his vote by another voting member authorised to do so in writing, who may not, however, cast in total more than the votes of two members, including his own. As such, the right to vote cannot be exercised by legal representatives.
5. Blank votes shall be deemed not to have been cast.
6. If, in the election of persons, no one has obtained an absolute majority, a second ballot or, in the case of a binding nomination, a second ballot between the nominees, shall take place.  
If, in that case, no one has obtained an absolute majority, re-votes shall take place until either one person has obtained an absolute majority or has voted between two persons and the votes are tied.  
In the case of reported re-votes (excluding the second vote), voting shall be held between the persons voted for in the preceding vote, with the exception, however, of the person for whom the lowest number of votes were cast in that previous vote.  
If, in that preceding vote, the lesser number of votes have been cast for more than one person, the number of such persons shall be determined by drawing lots for whom no more votes may be cast in the new vote.  
If the votes are tied in a vote between two persons, fate shall decide which of them was elected.
7. If the votes are tied on a proposal for a non-affected election of persons, it has been rejected.
8. All votes shall be taken orally, unless the Chairman considers that a written vote is desirable or one of the persons entitled to vote so requests before the vote. Written votes shall be taken on unsigned, closed notes. Decision-making by acclamation is possible, unless a voting person requires a roll-call vote.
9. A unanimous resolution of all members, even if they are not meeting in a meeting, shall, if taken with the knowledge of the board, have the same effect as a resolution of the general meeting.
10. As long as all members are present or represented in a general meeting, valid resolutions may be taken, provided that they are taken unanimously, on all subjects under discussion, including a proposal for amending the articles of association or for dissolution, even if no convocation has taken place or has not been done in the prescribed manner or any other regulation concerning the calling and holding of meetings or a related formality has not been observed.

#### POWERS OF THE GENERAL MEETING

##### Article 23

1. The general meeting shall have all powers in the association which are not conferred on another organ of the association by law or the articles of association.
2. The general meeting may appoint persons and set up committees and confer on them decision-making powers. These persons and committees shall be bodies referred to in Article 5. The working methods and organisation as well as the tasks and powers of these bodies shall, with due observance of the provisions of these statutes, be further regulated, if necessary, in the internal regulations or in separate regulations, which regulations shall be adopted by the general meeting.
3. The regulations referred to in the previous paragraph may not be in conflict with the law, including with regard to provisions that are not mandatory, nor with these statutes.

#### CONVENING OF THE GENERAL MEETING

##### Article 24

1. The general meetings shall be convened by the Steering Board. The convocation shall be made in writing to the addresses of the members in accordance with the register of members referred to in Article 6. The period for convocation shall be at least seven days.
2. The convocation shall specify the subjects to be dealt with, without prejudice to Article 25.

#### AMENDMENT OF ARTICLES OF ASSOCIATION

##### Article 25

1. The articles of association of the association may not be changed except by a resolution of a general meeting, which has been summoned with the announcement that amendments to the articles of association will be proposed there.
2. Those who have convened the general meeting to consider a proposal to amend the articles of association must, at least five days before the meeting, submit a copy of that proposal, in which the proposed amendment is included verbatim, in a suitable place for the members to inspect until after the end of the day on which the meeting is held. In addition, a copy as referred to above shall be sent to all members.
3. A resolution to amend the statutes shall require at least three-fourth of the votes cast at a meeting in which at least three-fourth of the members are present or represented. If three-fourths of the members are not present or represented, a second meeting shall be convened and held within four weeks thereafter, at which the proposal as discussed at the previous meeting, irrespective of the number of members present or represented, may be decided, provided that by a majority of at least three-fourths of the votes cast.

4. An amendment to the articles of association shall not enter into force until a notarial deed has been drawn up. Each board member is authorized to execute the deed.
5. An amendment to the articles of association requires the approval of the KNZB, as long as the association is a member of the KNZB.

#### DISSOLUTION

##### Article 26

1. The association may be dissolved by a resolution of the general meeting. Paragraphs 1, 2 and 3 of the preceding Article shall apply mutatis mutandis.
2. Unless the general meeting decides otherwise, the liquidation shall be carried out by the board.
3. The surplus after liquidation shall lapse to those who were members at the time of the decision to dissolve. Each of them receives an equal share. However, in the case of a decision to dissolve, the surplus may also be allocated to a different purpose.
4. The association ceases to exist at the time when no income known to it or to the liquidators is present. The liquidators shall declare this to the registers where the association is registered.

#### BY-LAWS

##### Article 27

1. The general meeting may adopt internal rules.
2. The internal regulations may not conflict with the law, even where it does not contain mandatory law, nor with the articles of association.

#### APPROVAL KNZB

These articles of association are entirely in agreement with the draft annexed to this act, on which the approval of the KNZB has been obtained according to a statement made on that draft.

OF WHICH deed in minute has been made in Wageningen on the date mentioned in the head of this deed.

The comparants are known to me, notary. The content of the deed has been given to them and explained. The comparators stated that they did not wish to have read the deed in full, that they had taken note of the content of the deed in good time before it was executed and that they agreed with the content.

This deed was read out to a limited extent and immediately afterwards first signed by the comparants and then by me, notary.