

Articles of Association

Article 1: Definitions

In these bylaws, the following definitions shall apply:

- General Assembly: the body of the Association formed by voting members of the Association;
- Board: the Board of Directors of the Association;
- Written: by letter, fax, or e-mail, or by message transmitted by any other common means of communication that can be received electronically or in writing provided that the identity of the sender can be established with adequate certainty;
- Bylaws: the bylaws of the Association;
- Association: the legal entity to which the Articles of Association refer.

Article 2: Name

The Association shall bear the name: Science and Engineering Association Limburg (abbreviated name SEAL).

Article 3: Seat

The Association shall have its seat in the municipality of Maastricht.

Article 4: Objective

1. The Association aims to connect different disciplines within the faculty "Faculty of Science and Engineering" (hereinafter: FSE) with each other and its students with the region and promote science and engineering to young people.
2. The Association seeks to achieve this goal, among other things, by setting up various events, including but not limited to:
 - events to connect businesses and students;
 - events to bring the entire faculty together and achieve greater group bonding;
 - career events to prepare students for the future;
 - activities for young people to highlight the interesting parts of the STEM side and enthuse young people.

Article 5: Members

1. Members of the Association may be current students and alumni of FSE (Faculty of Science and Engineering) at Maastricht.
2. The Board shall keep a register in which the names and addresses of all members are listed.

Article 6: Admission

1. The Board decides on the admission of members.
2. In case of non-admission, the General Assembly may still decide on admission.

Article 7: Termination of Membership

1. Membership of the Association shall expire:
 - a. on the death of the member;
 - b. by termination by the member;
 - c. by termination by the Association. This can take place when a member has ceased to meet the requirements for membership as set out in the Articles of Association, when the member fails to meet the obligations of the member towards the Association, as well as when the Association cannot reasonably be required to continue the membership;
 - d. by expulsion. This can only be pronounced when a member acts contrary to the Articles of Association, regulations, or decisions of the Association, or harms the Association in an unreasonable manner.
2. Termination by the Association shall be ordered by the Board.

3. Termination of membership by the member or by the Association may only be affected towards the end of a current academic year and subject to four weeks' notice. However, in any case, membership may be terminated by the end of the academic year following the academic year in which notice of termination was given. Furthermore, membership may be terminated immediately if the Association or the member cannot reasonably be required to continue membership.
4. A cancellation in violation of the provisions of the previous paragraph will cause the membership to end at the earliest permissible time following the date against which the cancellation was made.
5. A member may terminate membership with immediate effect within one month of being notified of a resolution to convert the Association into another legal form or to merge or demerge within the meaning of Part 7, Book 2, of the Dutch Civil Code.
6. A member may also terminate membership with immediate effect within one month of the member becoming aware of or being informed of a resolution whereby the member's rights have been restricted or the member's obligations vis-à-vis the Association have been aggravated.
7. Expulsion from membership shall be ordered by the Board.
8. A decision to terminate membership by the Association on the grounds that a member has failed to fulfil the member's obligations towards the Association, as well as a decision that the Association cannot reasonably be required to allow membership to continue, and a decision to expel the member from membership will be subject to appeal to the General Assembly within one month of receiving notification of the decision. During the period of appeal and pending the appeal, the member shall be suspended, provided, however, that the suspended member shall have the right to justify himself at the General Assembly at which the appeal referred to in this paragraph is dealt with.
9. When membership ends over a financial year, the annual contribution shall nevertheless remain payable in full.

Article 8: Annual Contributions & Commitments

1. The members are obliged to pay an annual contribution, which shall be determined by the General Assembly. They may for this purpose be divided into categories paying different contributions.
2. The Board shall be authorized in special cases to grant full or partial exemption from the obligation to pay a contribution.
3. The Board is authorized, with the approval of the General Assembly, to attach commitments to membership.

Article 9: Board

1. The Board shall consist of a number to be determined by the General Assembly of three or more persons appointed by the General Assembly, it being understood that the members of the first Board shall be appointed by this deed. The appointment of directors shall be from among the members of the Association, subject to the provisions of paragraph 2 of this article.
2. The General Assembly may decide that one director shall be appointed outside the members.
3. The appointment of directors shall take place based on one or more binding nominations, subject to the provisions of paragraph 4 of this article. Both the Board and at least ten percent of the total number of members with voting rights are authorized to make such a nomination. The nomination by the Board will be announced in the notice convening the meeting. A nomination by at least ten percent of the total number of members with voting rights or more must be submitted in writing to the Board before the start of the meeting.
4. The binding nature of any nomination may be overruled by a resolution of the General Assembly passed by at least two-thirds of the votes cast at a meeting at which at least two-thirds of the members are represented. If the nomination contains one candidate for a position to be filled, a resolution on the nomination will result in the candidate being appointed, unless the binding nature of the nomination is overruled.
5. If no nomination has been made, or if the General Assembly resolves to deprive the nominations made in accordance with the preceding paragraph of their binding nature, the General Assembly shall be free to choose.
6. If there is more than one binding nomination, the appointment shall be made from those nominations.

Article 10: Termination, Resignation and Suspension of Membership on the Board

- § 1 Each director, even when the director has been appointed for a fixed term, may be dismissed, or suspended at any time by the General Assembly. A suspension that is not followed by a resolution to dismiss within three months shall end by the expiration of that term.
- § 2 Each director shall retire no later than one year after their appointment, according to a retirement schedule to be drawn up by the Board. The retiring director may be re-elected three times; whoever is appointed in an interim vacancy shall take the place of the predecessor of the newly appointed director on the schedule.
- § 3 The membership of the Board shall further end:
 - a. by the termination of the membership of the Association in respect of a director appointed from among the members;
 - b. by resignation.

Article 11: Functions and Decision-Making on the Board

- § 1 The Board (except the first Board whose members are appointed in office) shall appoint from among its members a President, a secretary, and a treasurer. The Board may appoint a substitute for each of them from among its members. A director may hold more than one office.
- § 2 Minutes shall be kept of the proceedings of each meeting of the Board by the secretary, which shall be adopted and signed by the President and the secretary.
- § 3 Resolutions of the Board may also be passed in writing instead of in a meeting, provided they are passed unanimously by all the directors.
- § 4 A director shall not take part in the deliberations and decision-making if the director concerned has a direct or indirect personal interest therein which conflicts with the interests of the Association and its affiliated enterprise or organization.
- § 5 Further rules concerning the meetings of and decision-making by the Board may be laid down in internal regulations.

Article 12: Task of the Board and Representation

- § 1 Subject to the restrictions imposed by the Articles of Association, the Board shall be charged with the management of the Association. In discharging their duties, the directors shall be guided by the interests of the Association and its affiliated enterprise or organization.
- § 2 If the number of directors has fallen below three, the Board remains empowered. The Board is, however, obliged to convene a General Assembly as soon as possible to discuss the filling of one or multiple vacancies. In the event of the absence or inability to act of one or more directors, the remaining director(s) will oversee the entire management. In the event of the absence or inability to act of all the directors or of the sole director, the Association shall be temporarily managed by a person who must always have been appointed for that purpose by the General Assembly. For the purposes of these Articles of Association, "inability to act" shall at any rate mean the circumstance that:
 - a. the director is unavailable for a period of more than seven days due to illness or other causes; or
 - b. the director is suspended.
- § 3 The Board is authorized to have certain parts of its task performed under its responsibility by committees appointed by the Board.
- § 4 Subject to the approval of the General Assembly, the Board is authorized to resolve to enter into agreements to acquire, alienate and encumber registered property, and to enter into agreements in which the Association binds itself as surety or joint and several co-debtors, warrants performance by a third party or provides security for a debt of another and to represent the Association with respect to these acts.
- § 5 The General Assembly is authorized to subject resolutions of the Board to its approval. These resolutions must be clearly defined and communicated in Writing to the Board.
- § 6 Without prejudice to the provisions of paragraph 4 of this article, the Association is represented by the Board. The power of representation is also vested in either the President or two other directors.
- § 7 Remuneration may be granted to the directors. Expenses will be reimbursed to the directors on presentation of the supporting documents.

Article 13: Board Report and Statements

- § 1 The fiscal year of the Association shall coincide with the academic year.
- § 2 The Board is obliged to keep records of the Association's financial position and of everything concerning the activities of the Association in accordance with the requirements arising from these activities, and to keep the corresponding books, documents, and other data carriers in such a way that the rights and obligations of the Association can be always known.
- § 3 At a General Assembly, within six months of the end of the financial year, subject to extension of this period by no more than four months by the General Assembly, the Board will present a management report on the situation in the Association and the policy pursued. These documents will be signed by the directors; if the signature of one or more of them is missing, this will be stated and reasons will be given.
- § 4 The General Assembly shall annually appoint from the members an Auditing Committee ('financiële commissie') of at least two persons who may not be members of the Board. The Auditing Committee ('financiële commissie') shall examine the documents referred to in the second sentence of paragraph 3 of this article and report its findings to the General Assembly. The Board is obliged to provide the Auditing Committee ('financiële commissie') with any information it requests for the purpose of its investigation, to show it the Association's cash and values if it so wishes, and to make the Association's books, documents, and other data carriers available for inspection.
- § 5 If the audit of the accounts and financial statements requires special accounting knowledge, the Auditing Committee ('financiële commissie') may be assisted by an expert.
- § 6 The charge of the Auditing Committee ('financiële commissie') may be revoked at any time by the General Assembly, but only by the appointment of another financial committee.
- § 7 The Board is obliged to keep the books, documents and other data carriers referred to in the paragraphs 2 and 3 of these Articles of Association for a period of seven years, without prejudice to the provisions hereafter in paragraph 8 of this article.
- § 8 The data entered on a data carrier, except for the balance sheet and statement of income and expenditure drawn up on paper, may be transferred and kept on another data carrier, provided that the transfer takes place with an accurate and complete representation of the data and that these data are available for the entire period of retention and can be made readable within a reasonable time.

Article 14: General Assemblies

- § 1 The General Assembly shall have all powers in the Association which are not assigned to the Board by law or by the Articles of Association.
- § 2 Annually, not later than six months after the end of the financial year, a General Assembly - the annual meeting - will be held. At the annual meeting the following items will be dealt with, among other things:
 - a. the report of the Board and the account of the management as referred to in Article 13, including the report of the committee referred to there;
 - b. the appointment of the committee referred to in Article 13 for the next financial year;
 - c. the filling of any vacancies;
 - d. proposals of the Board or the members, announced in the notice convening the meeting.
- § 3 Other General Assemblies shall be convened as often as the Board deems desirable, or when it is obliged to do so by law or the Articles of Association.
- § 4 If the request is not complied with within fourteen days, the applicants themselves may convene the meeting by notice in accordance with Article 18 or by advertisement in at least one widely read newspaper in the place where the Association has its registered office, considering the period for convening the meeting mentioned in Article 18. The petitioners may then charge others besides directors with leading the meeting and taking minutes.

Article 15: Admission and Voting Rights

- § 1 Admission to the General Assembly shall be open to all members of the Association and directors who are not members of the Association. Suspended members shall not be admitted, subject to the provisions of paragraph 8 of article 7 and suspended directors.
- § 2 The General Assembly shall decide on the admission of persons other than those referred to in paragraph 1 of this Article.
- § 3 Each member of the Association who is not suspended has one vote. A director who is not a member of the Association has an advisory vote.

- § 4 A member's vote may be cast by another member authorized in Writing.
- § 5 If the Board has opened the possibility to do so in the notice convening a General Assembly, the members are authorized to exercise their voting right by means of an electronic means of communication, provided that (i) the conditions to be set for the use of the means of communication such as the connection, the security and the like are announced in the notice, (ii) the member can be identified, (iii) the member can directly take note of the proceedings at the meeting, and (iv) if this possibility is opened, the member can participate in the deliberations.
- § 6 If the Board has opened the possibility to do so In Writing, votes may be cast prior to the General Assembly via an electronic means of communication, but not earlier than the thirtieth day before that of the meeting, at a specially designated e-mail address. These votes shall be assimilated to votes cast at the General Assembly.

Article 16: Chair and Minutes

- § 1 The General Assemblies shall be presided over by the President of the Association or by the deputy of the President. If the President and the deputy of the President are absent, one of the other members of the Board shall act as President. If the presidency is not provided for in this way either, the meeting itself shall provide for this. Until that moment, the presidency shall be held by the member with the longest membership of the Association at that time.
- § 2 Minutes are taken of the proceedings at each meeting by the secretary or another person appointed for this purpose by the president, which are adopted and signed by the president and the minute-taker. Those convening the meeting may request a notarial record of the proceedings. The contents of the minutes or of the minutes shall be brought to the attention of the members.

Article 17: Decision-Making of the General Assembly

- § 1 The judgment of the president pronounced at the General Assembly as to the result of a vote shall be decisive. The same shall apply to the contents of a resolution passed insofar as a vote has been taken on a proposal not laid down in Writing.
- § 2 However, if immediately after the pronouncement of an opinion referred to in the first paragraph its correctness is disputed, a new vote shall be taken if the majority of the meeting or, if the original vote was not taken by rollcall or by ballot, any person present with voting rights so requires. This new vote shall nullify the legal consequences of the original vote. Votes cast electronically in accordance with article 15, paragraph 6, before the General Assembly shall also be deemed to have been cast in the new vote.
- § 3 Insofar as the Articles of Association or the law do not provide otherwise, all decisions of the General Assembly shall be taken by an absolute majority of the votes cast.
- § 4 Blank votes and invalid votes shall be deemed not to have been cast.
- § 5 If in an election of persons no-one has obtained an absolute majority, a second vote shall be taken or, in the case of a binding nomination, a second vote shall be taken between the nominated candidates. If again no-one has obtained an absolute majority, repeat voting shall take place until either one person has obtained an absolute majority or the vote is between two persons and the votes are tied. In the re-ballots (not including the second ballot), votes are always cast between the persons who were voted for in the previous ballot, except for the person who received the smallest number of votes in that previous ballot. If more than one person received the smallest number of votes in that previous ballot, lots shall be drawn to determine which of these persons can no longer be voted for in the new ballot. In the event of a tie in a ballot between two persons, the lottery shall decide which of the two is elected.
- § 6 If the votes are tied, the proposal is rejected, without prejudice to the provisions of paragraph 5 of this article.
- § 7 However, the president may determine that the votes are to be cast by means of ballot papers. If it concerns an election of persons, a person present may also demand that votes be cast by ballot paper. Voting by ballot paper shall be by unsigned sealed ballot paper. Decision-making by acclamation is possible unless a person entitled to vote requires roll call voting.
- § 8 A unanimous decision of all the members, even if they are not together in one meeting, if taken with the knowledge of the Board, has the same force as a decision of the General Assembly. This also applies to decisions to amend the Articles of Association or to dissolve the Association.

§ 9 As long as all members are present or represented at a General Assembly, valid resolutions may be passed, provided they are passed unanimously, on all matters on the agenda - including, therefore, a proposal to amend the Articles of Association or to dissolve the Association - even if the convocation has not been made in the prescribed manner or if any other requirement relating to the calling and holding of meetings or any other formality connected therewith has not been observed.

Article 18: Convening the General Assembly

§ 1 The General Assemblies shall be convened by the Board, without prejudice to the provisions of Article 14, paragraph 4. The convocation shall be made In Writing to the addresses (including e-mail addresses) of the members according to the register referred to in Article 5. The period for the convocation shall be at least seven days. If a member consents In Writing, the convocation may be called by a legible and reproducible message sent electronically to the address which he has communicated In Writing to the Association for this purpose.

§ 2 Without prejudice to the provisions of Articles 19 and 20, the notice convening the meeting shall state the subjects to be discussed.

Article 19: Amendments to the Articles of Association

§ 1 Without prejudice to the provisions of article 17, paragraphs 8 and 9, the Articles of Association can only be amended by a resolution of a General Assembly convened with the announcement that an amendment to the Articles of Association will be proposed at that meeting.

§ 2 Those who have issued the notice convening the General Assembly to discuss a proposal to amend the Articles of Association must make a copy of that proposal, in which the proposed amendment is included verbatim, available for inspection by the members in an appropriate place at least five days before the meeting until after the day on which the meeting is held.

§ 3 A decision to amend the Articles of Association 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 two-thirds of the members are not present or represented, a second meeting shall be convened after that meeting, to be held within four weeks of the first meeting, at which the proposal discussed at the previous meeting may be decided upon, regardless of the number of members present or represented, provided that this is done with a majority of at least two-thirds of the votes cast.

§ 4 Any amendment of the Articles of Association shall not come into force until a notarial deed has been drawn up.

Article 20: Dissolution

§ 1 The Association may be dissolved by a resolution of the General Assembly. The provisions of paragraphs 1 and 3 of Article 19 apply mutatis mutandis.

§ 2 After dissolution, the liquidation will be carried out by the directors. The Board may decide to appoint other persons as liquidators.

§ 3 The surplus balance after liquidation is transferred to those who were members at the time of the resolution for dissolution. Each of them receives an equal share. However, the resolution for dissolution may also assign a different purpose to the surplus.

§ 4 After completion of the liquidation, the books, records, and other data carriers of the dissolved Association will remain in the custody of the person appointed by the liquidators for the period prescribed by law.

§ 5 Furthermore, the provisions of Title 1 Book 2 Civil Code apply to the liquidation.

Article 21: By-laws

§ 1 The General Assembly may adopt by-laws.

§ 2 By-laws may not be contrary to the law, even where it contains mandatory law, nor to the Articles of Association.

FINAL STATEMENT

Finally, in implementation of the provisions of Article 9(§ 1) and Article 11(§ 1), the person appearing declared that the Board consists of seven (7) members for the first time and that the following are appointed as directors for the first time:

- § 1 Mr. Manuel Davy Ntsoumou, aforementioned, as President;
- § 2 Mr. Anand Karl Huizinga, aforementioned, as Vice President & Acquisitions Commissioner;
- § 3 Ms. Véronique Anna Hehl, aforementioned, as Secretary;
- § 4 Mr. Gerben Goodheart Prikanowski, aforementioned, as Treasurer;
- § 5 Ms. Renée Harriet Hangelbroek as Social Impact Commissioner;
- § 6 Ms. Marian Chen as Internal Commissioner; and
- § 7 Ms. Emilia Góralaska, aforementioned, as Social Events/Marketing Commissioner.

ADDRESS

The address of the Association is Paul-Henri Spaaklaan 1, 6229 EN Maastricht.

FINAL

The appearing person is known to me, civil-law notary. WHEREOF THIS DEED was executed in Maastricht on the date mentioned in the heading of this deed. After the appearing person had been informed of the contents of this deed and had given an explanation, they stated that they had taken note of the contents of this deed and did not wish it to be read out in full. This deed was then signed by the appearing person and me, civil-law notary, immediately after it had been read out in full.

* * *

We, the undersigned, hereby declare that the translation of the Dutch Articles of Association into English was carried out in strict accordance with the spirit and intention of the original Dutch document. The translation was done with due diligence and care, and we attest that it accurately conveys the meaning and intent of the original text.

However, it is important to note that in case of any conflict or ambiguity arising from differences between the Dutch and English versions, the Dutch version shall always prevail. This is because the Dutch Articles of Association represent the original and legally binding document, and any translation is intended solely for convenience and informational purposes.

We understand the critical importance of ensuring that legal documents are translated with the utmost accuracy and precision, and we have taken every necessary step to ensure that this translation meets the highest standards of quality. We stand behind this translation and affirm that it represents a faithful rendering of the original Dutch Articles of Association.

Signature President ('Voorzitter')

Manuel Davy Ntsoumou

Signature Vice President ('Vicevoorzitter')

Anand Karl Huizinga

Signature Secretary ('Secretaris')

Véronique Anna Hehl

Signature Treasurer ('Peningmeester')

Gerben Goodheart Prikanowski

Signature Commissioner ('Commissaris')

Renée Harriet Hangelbroek

Signature Commissioner ('Commissaris')

Marian Chen

Signature Commissioner ('Commissaris')

Emilia Górska