



Amendment of the statutes

English version

This is a translation of the statute amendments of Doppio as per 2024. The original Dutch version is legally binding, this version only serves as a translation. No rights can be derived from the English version.

PREFACE

Dear reader,

Although the honour of signing the amendment to the statutes has befallen Board 39, you should realise that this amendment has taken years of hard work and preparation. For that feat, thanks to the workgroup that started in February 2021: Bart van Popering, Bram de Jong, Thomas den Hollander, Carmen van Gessel and Stephanie Wouters.

And thanks, to all members of Board 37, who, among other things, organised a GMM to discuss the amendment: Janine Glas, Stephanie Wouters, Nuriye van Lamoen, Bianca van den Dikkenberg and Femke de Stigter.

Thanks to all members who contributed in other ways, by attending meetings or proofreading.

The biggest contribution to this version of the statutes and the new Internal Regulations has been given by Stephanie Wouters, who made sure that Doppio is up to date with the laws and regulations for the foreseeable future. Those were hours of voluntary work for the association, of which I, and Doppio, are very thankful

Joris Vissers, on behalf of Board 39

AMENDMENT OF THE STATUTES OF THE EINDHOVEN STUDENT THEATER ASSOCIATION "DOPPIO"

Today, July twelfth two thousand twenty-four, appeared before me, mr. MAARTEN LOIUS SEGERS, civil-law notary in Nuenen, Gerwen and Nederwetten:

1. Mr. **Joris Martin Sies Jan Vissers**;
2. Ms. **Chantal Larissa Smits**;
3. Mr. **Randor Bongers**.

The persons appearing declare:

- that on the eighteenth of December one thousand nine hundred eighty-five (18-12-1985) was established the, registered in Eindhoven, association **Doppio**, registered statutory in Eindhoven, registered factually at 5612 AH Eindhoven, De Lampendriessen 31 13, registered in the Chamber of Commerce under number 40238597, hereinafter to be referred to as: "the association";
- that the statutes of the association were drawn up and recorded in a notarial deed on the eighteenth of December one thousand nine hundred eighty-five (18-12-1985) in the presence of C.D. Kniepstra, civil-law notary in Eindhoven at the time;
- that the in twofold held general members meeting of the association (in the first meeting, attendance was too low to make a legally valid decision regarding the amendment of the statutes) of respectfully January sixteenth two thousand and twenty-four (16-1-2024) and February eighth two thousand and twenty-four (8-2-2024), the legally valid decision was taken to amend the statutes of the association;
- this appears from the minutes of the said general member meetings, a copy of both of which will be attached to this deed;
- that the persons appearing, on the grounds of article 21. paragraph 4. of the statutes of the association, are as joint authorised board members to sign the present amendment of the statutes by notarial deed;
- In implementation of the foregoing, the persons appearing, acting as aforesaid, declared to amend the statutes in their entirety and to re-establish them as follows:

Name and registered office

Article 1

1. The association bears the name: **Doppio**.
2. It has its seat in the municipality of Eindhoven.

Purpose

Article 2

1. The purpose of the association is to practise and improve the playing of theatre among the students in Eindhoven.
2. It endeavours to achieve this goal using all possibilities within the law.

Duration

Article 3

1. The association has been established for an indefinite period of time.

Membership

Article 4

1. The association has ordinary and honorary members.
2. Members of the association may be those persons that are enrolled in or working at an institution of scientific or higher professional education (HBO or WO) in, or living in Eindhoven. The board may make exceptions to this and allow other persons to be members. The circumstances for these exceptional cases are recorded in the Internal Regulations in paragraph 18.

3. Members are those persons who have provided a written request to be member and have been accepted as such by the board. This is evidenced by a statement issued by the board. In case of non-admission by the board, the general members meeting may still decide on admission.
4. The membership is personal and therefore neither transferable nor capable of being acquired by inheritance.

Article 5

1. Membership terminates:
 - a. by the death of the member;
 - b. by termination by the member;
 - c. by termination by the association;
 - d. by dismay.
2. Termination of membership by the member is to be done in writing, with four weeks notice.
Membership terminates immediately:
 - a. if the member cannot reasonably be expected to continue their membership;
 - b. after a resolution has become known or been communicated to the member limiting the rights of members or increasing their obligations, unless it concerns a change of financial rights and obligations;
 - c. after the member has been informed of or has received a resolution to convert the association into another legal form, to merge or to demerge.
3. Termination of membership by the association may be effected by the board:
 - if the member repeatedly fails to fulfil its monetary obligations towards the association for the current fiscal year;
 - if the member ceased to fulfil the requirements for membership stated in the statutes or as decided by the general members meeting;Termination of membership shall always be in writing, stating the reasons.
4. Expulsion from membership may only be effected if a member repeatedly acts or has acted contrary to the statutes, rules or resolutions of the association as well as if the member harms or has harmed the association in an unreasonable manner. The expulsion shall be effected by the board, which shall immediately inform the person concerned of the decision in writing, stating the reasons. The person concerned may appeal to the general members meeting within one month of receipt of the notification. During the appeal period and pending the appeal, the member shall be suspended. A suspended member has no right to vote.
5. If the membership ends in the course of an association year, irrespective of the cause, the contribution that was or would have been due for the year in question shall remain due in full, unless the board decides otherwise.

Contributors

Article 6

1. Contributors shall be those who are accepted as contributor by the board. The board holds the right to suspend contributorship by written notice.
2. Contributors are required to annually donate a sum of money to the association, of which the general members meeting decides the minimum amount.

Article 7

Each member is required to pay membership fee. The amount of membership fee shall be determined (per category of membership) by the general members meeting.

Board

Article 8

1. The board consists of at least three persons, who appoint from their midst a chairman, a secretary and a treasurer. The functions, with the exception of the functions of chairman and treasurer together, can be fulfilled by one person.

2. Board members are (with the exception of the first board, who are appointed by the members) appointed by the general members meeting from members of the association. The general members meeting decides, in compliance with paragraph 1 of this article, the number of members in the board.
A nomination can be proposed by five members or more, which must be submitted in writing at least seven days prior to the general members meeting.
3. The general members meeting may suspend or dismiss a board member, if they provide grounds to do so. A majority of at least two-thirds of the valid votes cast is required for a decision to this effect. A motion for dismissal of the board must be submitted and communicated to the members in writing at least seven days prior to the general members meeting.
4. The suspension of a board member ends if the general members meeting has not decided in favour of dismissal within three months. The suspended board member shall be given the opportunity to appeal their case to the general members meeting, where they can be assisted by an advisor.
5. Board members get appointed for a maximum of one year. One year for this purpose is defined by the period between two consecutive annual general members meetings. Board members are discharged according to a system decided on by the board. A discharged board member is eligible for reappointment immediately.
6. In the case that the number of board members has fallen below the minimum as specified in paragraph 1, the board will nevertheless remain entitled to act as board. The board is obliged to call for a general members meeting as soon as possible, in which the fulfilling of the vacancy or vacancies is discussed.
7. The Articles 11 through 14 shall apply as far as possible on the meetings and decision making of the board.

Article 9

1. The board is tasked with managing the association.
2. With the prior approval of the general members meeting, the board is authorised to decide to enter into agreements to acquire, alienate or encumber of registered property and to enter into agreements whereby the association binds itself as guarantor, surety or debtor, warrants performance by a third party or acts as security for a debt of another.
3. In the case of absence or inability to act of a board member, the other board members will still carry responsibility for the board. By absence or inability to act of all the members of the board, the responsibility for managing the association is temporarily transferred to person(s) appointed by the general members meeting for a specified amount of time.
4. A member of the board shall not take part in any deliberations and decision making if they have a direct or indirect personal interest that conflicts with the interest of the association. If all board members or the only board member has a personal interest that conflicts with the interest of the association, which makes decision making impossible, then the board member(s) are nevertheless allowed to take part in deliberations and decision making, and the board is allowed to make decisions in this way. The board must then put in writing which deliberations underlie the decision made, and present this to the general members meeting.

Article 10

1. The board represents the association.
2. The power of representation is also vested in two jointly acting board members.

General members meeting

Article 11

The general members meetings are held in the municipality in which the association is registered statutorily.

Article 12

1. All non-suspended members have access to general members meetings, as well as persons who are invited by the board and/or the general members meeting. A suspended member is invited to the general members meeting in which the matter of their suspension is discussed, and they are entitled to the right of speech concerning their suspension.
2. All members have one vote in the general members meeting, with the exception of suspended members. Every member who is eligible to vote can authorise some other eligible member to vote for them in writing. Any member may only have up to a maximum of two authorisations.
3. A unanimous decision by all members of the association, even while not in a meeting convened, carries the same weight as a decision made by the general members meeting, if the board has been informed beforehand. This decision can also be made in writing.
4. The chairperson determines the manner in which voting at the general members meeting is conducted.
5. All decisions about which the book of law or these statutes have not stipulated needing a bigger majority shall be decided on with an absolute majority of cast votes.
In the event of a tied vote regarding matters in which one may vote in favour or against, the proposal is rejected. If the votes are tied in the elections of persons or in a proposal on matters where several voting options are possible, lots shall be drawn.
If in an election between more than two persons nobody has obtained an absolute majority, a second vote shall be taken between the two persons who obtained the most votes, if necessary, after an interim vote.
6. If so stated in the convening announcement of the general members meeting, each member eligible to vote is entitled, personally or acting on the behalf of an authorisation, to take part, exercise their right to speech and vote in the general members meeting by means of electronic communication, so long as the member can be directly identified, can take note of the proceedings of the meeting, and can take part in deliberations via the electronic communication.
7. The general members meeting is entitled by regulations to pose conditions on the use of electronic communication during general members meetings. In the event that the general members meeting has used this right, the terms shall be communicated in the convocation.

Article 13

1. The general members meeting is chaired by the chairperson, or, in their absence, by any of the other board members, appointed by the general members meeting.
If there are no board members present, the members meeting will appoint their own leadership.
2. A decision expressed at the meeting by the chairperson as to the result of the vote is conclusive.
The same applies to the content of a decision taken, insofar as a vote was taken on a proposal not recorded in writing.
If however, the correctness of this verdict is immediately challenged after the chairperson has pronounced it, a new vote takes place, if the majority of the meeting, or, in case the original vote did not take place by hands or in writing, one member present with the right to vote, so requires.
The legal consequences of the original vote shall be annulled by the new vote.
3. Of the proceedings at the general members meeting minutes shall be taken by the secretary, or by another person present designated to do so by the chairperson.
These minutes shall be adopted at the same or the next general members meeting and, in token thereof, signed by the chairman and secretary of that meeting.

Article 14

1. The association year runs from September first up to and including August thirtieth.
2. The financial year of the association runs concurrently to the association year.
Annually at least one general members meeting shall be held within six months of the ending of the financial year, unless this term is extended by decision of the general members meeting. In this meeting, the board will present its annual report on the course of events in the association and on the policy conducted. It submits the balance sheet and the statement of income and expenditure with an explanation to the meeting for approval.
These documents shall be signed by the board; if the signature of one or more is missing, this shall be reported and the reasons given. After expiry of the period, each member may claim from the joint board members in court that they will comply with these obligations.
3. If a declaration by an auditor as referred to in Article 2:393, paragraph 1 of the Dutch Civil Code is not submitted to the general members meeting in respect of the reliability of the documents referred to in the preceding paragraph, the general members meeting shall annually appoint a committee of at least two members who may not be board members.
4. The board is obliged to provide the committee with all the information it requests for its investigation, to show the finances and the values if required and to make the books, documents and other information of the association available for consultation.
5. The committee inspects the documents referred to in paragraph 1 and paragraph 3.
6. If this examination requires special accounting knowledge in the opinion of the committee, it may be assisted by an expert at the expense of the association. The committee presents a report of their findings to the general members meeting.

Article 15

1. The general members meeting will be convened by the board as often as deemed necessary by it, or as often as is required by law.
2. At a request in writing of at least one-tenth of the number of members with voting rights, the board is obliged to convene a general members meeting, to be held within four weeks of the request.
If the request for convocation is not complied with within fourteen days, the applicants may proceed to convene a general members meeting by themselves in the manner as described in paragraph 3, or by means of an advertisement in at least one widely read newspaper in the place of establishment of the association. The applicants may appoint others than the board to chair and minute this meeting.
3. The general members meeting is convened by announcement in writing to all members with the right to vote, subject to a notice term of at least seven days prior to the meeting. The subjects to be discussed at the meeting will be stated in the announcement.

Amendments to the statutes

Article 16

1. The statutes may only be amended after a decision of the general members meeting, which was convened with the announcement that the amendment of the statutes is proposed.
2. Those who have convened the general members meeting to discuss a proposal to amend the statutes must make available a transcript of that proposal, in which the proposed amendment(s) are included verbatim, in a place suitable for inspection by the members, at least five days before the day of the meeting and until after the day on which the general members meeting was held.
3. Amendments to the statutes may only be decided upon by a general members meeting with a majority of at least two-thirds of the votes cast.
4. The amendment of the statutes will not take effect until after a notarial deed has been drawn up. Each board member is authorised to execute the notarial deed.

5. The provisions of paragraphs 1 and 2 do not apply if all members are present or represented at the general members meeting and the decision to amend the statutes is taken unanimously.
6. The board members are obliged to deposit an authentic copy of the amendment and a complete transcript of the amended statutes at the office of the Chamber of Commerce where the association has its registered office.

Dissolution and liquidation

Article 17

1. The provisions of Article 16 paragraphs 1, 2, 3 and 5 apply accordingly to a resolution of the general members meeting to merge or dissolve the association.
2. In its resolution to dissolve, referred to in the previous paragraph, the general members meeting shall determine that any surplus liquidation balance shall be spent for the benefit of a charitable institution in-line with the purpose of the association.
3. The liquidation is carried out by the board.
4. After the dissolution, the association continues to exist as far as this is necessary for the liquidation of its assets. During liquidation the provisions of the statutes and regulations will remain in force as far as possible.
In documents and announcements emanating from the association, the words “in liquidation”, must be added to its name.
5. The liquidation ends at the time when there are no more assets known to the liquidator.
6. The books, documents and other record of the dissolved association must be kept for ten years after the liquidation. The custodian is the person as so appointed by the liquidators.

Internal regulations

Article 18

1. The general members meeting may adopt and amend one or more internal regulations, in which subjects are regulated that are not or not fully covered by these statutes.
2. The regulations may not include clauses that are in conflict with the law or these statutes.
3. On decisions about adoption or amendment of regulations apply the provisions of article 16 paragraphs 1, 2 and 5 accordingly.

Article 19

For the purposes of these statutes, in writing means any message transmitted by the usual means of communication, evidenced by writing, which includes communication by electronic means.

Final provision

Article 20

The general members meeting shall have authority in decisions which are not assigned to other bodies by law or the statutes.

END

Where in this deed is mentioned unmarried or never been married, this also includes not registered as partner within the meaning of registered partnership, or been registered as such. The persons appearing are known to me, civil-law notary. The identity of the persons appearing, or the possibly authorized persons, is – insofar necessary – checked against the lawful requirements.

WHEREOF THIS DEED was executed in the location and on the date written in the heading of this deed. The contents of this deed have been stated and explained to them. The persons appearing declared to have taken cognisance of the contents of the deed in due time before its execution, to have been informed of the consequences arising for the parties from the deed and that they did not wish to have the deed read out in full. After a limiting reading of this deed, it was signed immediately, first by the persons appearing, and then by me, civil-law notary.