

ARTICLES OF ASSOCIATION OF RUGBY CLUB WAGENINGEN

This version is based on an automated translation. If in conflict, the Dutch version takes precedence.

Article 1. Name, seat and jurisdiction

1. The association shall bear the name Rugby Club Wageningen, hereinafter referred to as RCW, with its registered office in Wageningen, Zoomweg 6 6704PE Wageningen.
2. The association possesses full legal capacity.
3. The association is registered in the Register of Associations under file number 40119273, held at the Chamber of Commerce.

Article 2. Purpose and activities

The aim of the association is to promote the practice of rugby in all its forms. The creation in this respect of an active club life, as well as the performance of everything that results from that, can be conducive to that, or is related to that. The association does not aim at making profit or financial gain. The association may not distribute profits among the members. RCW seeks to achieve the stated purpose by:

- a. organizing rugby matches;
- b. any lawful means conducive to the stated purpose;
- c. acquiring and maintaining membership in Rugby Nederland.

Article 3. Duration

1. The association is entered into for an indefinite period of time.
2. The association year, also fiscal year runs from July 1 of any year to June 30 of the following year.

Article 4. Membership

1. RCW has members and donors.
2. Membership is limited to natural persons; donors may also be incorporated organizations and institutions.
3. Members are those who have applied as such to the board and have been admitted as members. Members are divided into:
 - a. senior members: those who have reached the age of sixteen years or older at the beginning of an association year; senior members have access to the general meeting, have the right to vote and pay dues; and
 - b. youth members: are those who have reached the age of four years or are older at the beginning of an association year, but have not yet reached the age of eighteen; youth members have access to the general meeting, have the right to vote and pay dues. The vote of a youth member at a general members meeting shall be cast by the legal representative of the youth member in question.
4. In case of non-admission by the board, the next general members meeting may still decide on admission at the request of the person concerned.
5. Donors are those who have registered as such with the board and provide the association with annual financial support.
6. Members, legal representatives of members and donors, if, in the opinion of the board, they directly or indirectly harm and/or have harmed the interests of RCW, may be suspended in their rights by the board for a period and/or activity determined by the board.
7. A (temporary) suspension may be converted into a disqualification or lapse during by the membership meeting.

Article 5. Termination of membership

1. Membership shall terminate by:
 - a. termination by the member;
 - b. termination on behalf of the association;
 - c. disqualification by the general membership meeting;
 - d. dissolution of RCW;
 - e. death of the member, in which case membership shall not be inherited.

2. Termination of membership by the member can only be done in writing by the end of the association year. Contribution and financial contributions, as decided by the general membership meeting, must be paid in full for the entire association year.
3. Termination of membership with immediate effect by the member is also possible within one month after he has been notified of a resolution to convert the association into another legal form, to merge or to split.
4. Without prejudice to the provisions of Article 5.2, a member shall be entitled to terminate his membership with immediate effect within one month of becoming aware of or being notified of a decision whereby his pecuniary obligations have been increased.
5. Termination by the association shall be done by the board.
6. The association may cancel membership:
 - a. in the cases specified in the by-laws;
 - b. when the association cannot reasonably be required to continue the membership.
7. Expulsion may only occur when a member acts very seriously and/or repeatedly in violation of the articles of association, by-laws or resolutions of the association, or unreasonably harms the association.
8. The person in respect of whom a decision to terminate or expel a member has been taken shall be notified of the decision in writing as soon as possible, stating the reasons for the decision and the date on which the membership will end. The member concerned may appeal to the general members meeting within one month of receiving the notification. The appeal must be submitted in writing to the secretary of the board. During the appeal period and pending the appeal, the member concerned shall be suspended in accordance with Article 4, paragraph 6.
9. If termination by the member, termination by the association, or expulsion by the association concerns a member who has not yet reached the age of 18 years, the board shall send a copy of this decision to the member's known legal representative.

Article 6. Rights and obligations

1. Members are obliged to pay the annual contribution, as determined by the general members meeting; for this purpose, members may be divided into categories that pay different contributions. In addition, members must fulfill financial obligations arising from the activities in which members participate.
2. The members are obliged to behave toward each other and toward the association according to what is required by reasonableness and fairness.
3. The association may, by a resolution of the board or the general members meeting, impose on members, whether financial or otherwise.
4. Members are held to:
 - a. comply with the articles of association and by-laws of the association, as well as the decisions of the board, the general meeting or any other body of the association.
 - b. not harm the interests of the association.
5. The obligations stated in the above paragraph also apply to the legal representative(s) of youth members.

Article 7. Cash

1. Without prejudice to the contributions mentioned in Article 6, paragraph 1, the income of the association shall be constituted by:
 - a. donations;
 - b. sponsorships;
 - c. inheritances, bequests and gifts;
 - d. income from competitions, demonstrations and other association activities;
 - e. other lawful receipts.
2. The board may accept inheritances only under the privilege of inventory.

Article 8. The Board

1. The board shall consist of a number to be determined by the general members meeting of at least three and not more than nine persons. Board members must be members of the association or legal representatives of a member of the association.
2. The board shall consist at least of a president, a secretary and a treasurer.

3. Board members are nominated by the board or by at least three members. Nominations shall not be by binding nomination.
4. Each board member cannot serve on the board for more than an affiliated four-year period. Retiring board members are immediately eligible for reappointment. They may be reappointed according to the normal procedure of appointment of new board members as appointed in paragraph 2 of this article.
5. Each board member shall be bound towards the association to properly fulfill the task assigned to him. If it concerns a matter which belongs to the working circle of two or more board members, each of them shall be fully liable in respect of a shortcoming, unless it is not due to him and he has not been negligent in taking measures to avert the consequences thereof.
6. The general members meeting may suspend or dismiss a board member if it deems there are grounds to do so. A resolution to that effect shall require a majority of at least two-thirds of the votes cast. A suspension that is not followed by a resolution to dismiss within three months ends by the expiration of that period.
7. Board membership further ends:
 - a. by termination of membership;
 - b. by thanking.

Article 9. Duties and powers of the board.

1. Subject to limitations according to the by-laws, the board shall be in charge of governing the association.
2. If the number of board members falls below three, the board remains competent. However, it shall be obliged to convene a general meeting within four weeks to discuss the filling of the vacant seat(s).
3. The board is authorized to appoint a daily board from among its members and to determine the duties and powers of the daily board.
4. The board is authorized to have certain parts of its duties performed under its responsibility by committees appointed by the board.
5. The board is authorized to conclude agreements to purchase, dispose of or encumber registered property, to conclude agreements whereby the association binds itself as surety or joint and several co-debtor, warrants performance on behalf of a third party or provides security for a debt of a third party, subject to the approval of the general members meeting, with a majority of two-thirds of the votes cast. If no two-thirds of the members are present or represented, a second meeting shall be convened and held within four weeks on a different date thereafter, at which a decision may be taken on the proposal, as discussed in the previous meeting, irrespective of the number of members present or represented, provided that a majority of at least two-thirds of the votes cast is required.
6. The association may stipulate rights for the benefit of the members and assume obligations at the expense of the members. It may take legal action on behalf of the members to enforce the rights stipulated, including claiming compensation unless the member objects.

Article 10. Representation

1. The board represents the association, unless otherwise required by law.
- 2a. The association is further represented in and out of court by the chairman together with the secretary or together with the treasurer, or in the absence of one of the aforementioned together with another board member.
- 2b. The board is authorized to grant a written power of attorney to others, pursuant to which they are authorized to represent the association for the cases described in the power of attorney.
- 3a. The power of representation vested in the board or board members is unlimited and unconditional, insofar as nothing else follows from the law. A legally permitted or prescribed limitation of or condition to the power of representation may only be invoked by the association.
- 3b. The exclusion, limitations and conditions shall also apply to the power of representation in respect of the acts referred to in Article 9, paragraph 5.
4. Board members to whom the power of representation is granted by virtue of the articles of association or by virtue of a power of attorney shall not exercise this power until a prior board resolution has been passed deciding to enter into the legal act in question.
5. The shelter in the form of the clubhouse of RCW is invested with the board of the Stichting Clubhuis Rugby Club Wageningen. The purpose of this foundation is to maintain the clubhouse.

Article 11. Presentation of accounts

1. The board is obliged to keep records of the association's assets and liabilities, in such a way that its rights and obligations can be known from them at all times.
2. At a general members meeting, within six months after the end of the Association's year, unless this period is extended by the general members meeting, the board shall present its annual report on the affairs of the Association and the policies pursued. The board shall submit a balance sheet and a statement of income and expenditure with explanatory notes to the general members meeting for approval. These documents shall be signed by all board members. After the expiration of the six month period, unless extended, any member may claim in court from the joint directors that they fulfill these obligations.
3. Only after approval of the balance sheet and statement of income and expenses can the general members meeting discharge the board members from liability.
4. The general members meeting shall annually, no later than thirty days before the annual meeting, appoint from the members and the legal representatives of youth members an audit committee of at least two persons who may not be members of the board. The audit committee shall examine the accounts of the board and report its findings to the general members meeting.
5. If the examination of the accounts requires specialist accounting knowledge, the audit committee may be assisted by an expert. The board shall be obliged to provide the committee with all information it requests, to show the cash and values if it so desires, and to allow it inspection of the books and records of the association.
6. The charge of the audit committee may be revoked at any time by the general members meeting, but only by the appointment of another audit committee.
7. The board is obliged to keep the records in the aforementioned paragraphs 1 and 2 for seven years.

Article 12. General members meetings.

1. The general members meeting shall have all powers in the associations, which are not assigned to other bodies by law or the articles of association.
2. A general members meeting shall be held annually not later than six months after the end of the financial year (the annual meeting). Extraordinary general members meetings shall be held as often as the board deems appropriate.
3. Every general members meeting shall be convened in writing by the board or in any other manner to be determined by the general members meeting, subject to at least fourteen days' notice, with written publication of the agenda and the documents on which decision-making is requested.
4. 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 shall be obliged to convene a general members meeting at a notice of no more than four weeks. If the request is not complied with within fourteen days, the petitioners themselves may proceed to convene the meeting by notice in accordance with the manner in which the board convenes the general members meeting. The board shall be obliged to grant the applicants access to the membership records for this purpose.
5. General members meetings shall be presided over by the chairman of the board or his deputy. If the chairman and his deputy are unable to attend, another board member designated by the board shall act as chairman. If the chairmanship is not provided in this manner either, the meeting shall provide for it.
6. Minutes shall be taken of the proceedings at each general members meeting by a member of the board. The minutes shall be published in the club magazine or brought to the attention of the members in some other way and shall be adopted by the next general members meeting.
7. A general members meeting is valid when one-fifth of the members are represented. If the required number of members is not represented, a new meeting will have to be held within fourteen days. This meeting is always authorized to pass resolutions, provided that the agenda remains unchanged and the members have been notified of this meeting seven days in advance.

Article 13. Access and decision-making general members meeting

1. Admission to the general members meeting shall be open to all persons entitled to vote.
2. Each member, unless suspended, shall have one vote at the general members meeting. The voting right of a youth member shall be exercised by his legal representative. Each member shall be

- entitled to have his vote cast by another person authorized in writing to vote. The authorized representative cannot cast more than two votes in total.
3. The requirement of written power of attorney is satisfied if the power of attorney is recorded electronically.
 4. Votes cast via electronic communication prior to the general meeting, but not earlier than the thirtieth day before that of the meeting, shall be treated as votes cast at the time of the meeting.
 5. Voting on business shall preferably be oral, on persons always in writing.
 6. All proposals concerning business matters shall be decided by a majority of the votes cast, unless the articles of association provide otherwise. In the event of an equality of votes, the proposal shall be deemed to have been rejected.
 7. When voting on persons, the person who obtains the majority of the votes cast is appointed. If no one has obtained this majority, a second ballot shall be held between the persons who have obtained the highest number of votes cast, and the person who has obtained the majority of votes cast in the second ballot shall be appointed. If the votes are tied in the second ballot, lots shall be drawn.
 8. Invalid votes are votes that are blank, signed in any way, or indicate something other than what was voted on, or contain names other than those of the persons voted on.

Article 14. By-laws

1. The by-laws regulate everything, which is considered necessary for the proper implementation of the by-laws.
2. The by-laws are approved, amended and supplemented by the general members meeting.
3. All voting procedures at the general members meeting shall be governed by by-laws.
4. The by-laws may not contain provisions contrary to the articles of association.

Article 15. Amendment of articles of association

1. The articles of association can only be amended by a resolution of the general members meeting, which was convened with the announcement that an amendment of the articles of association will be proposed there. The period for convening such a meeting must be at least fourteen days.
2. Those who have issued the notice convening the general members meeting 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 a suitable place at least five days before the meeting until after the day on which the meeting is held. In addition, the proposed amendment shall be sent to all members at least fourteen days before the meeting.
3. The provisions of paragraphs 1 and 2 of this article shall not apply if at the general members meeting all members are present or represented and the resolution to amend the articles of association is adopted unanimously. If no two-thirds of the members are present or represented, a second meeting shall be convened and held within four weeks on a different date thereafter, at which a decision may be taken on the proposal as it was discussed at the previous meeting, regardless of the number of members present or represented, provided that a majority of at least two-thirds of the votes cast is required.
4. A resolution to amend the articles of association requires at least two-thirds of the votes cast, in a meeting at which at least two-thirds of the members are present or represented.
5. An amendment to the articles of association shall not enter into force until after these amendments have been recorded in a notarial deed and registered in the trade register. The board shall, after the general members meeting has decided on the amendment to the articles of association, have the deed executed without delay.

Article 16. Dissolution and liquidation

1. For a resolution to dissolve the association, the provisions of Article 15 paragraph 1 and paragraph 2 shall apply mutatis mutandis.
2. The association shall be dissolved by a resolution to that effect by the general members meeting passed by at least two-thirds of the number of votes cast at a meeting at which at least three-fourths of the members are present or represented. If no two-thirds of the members are present or represented, a second meeting shall be convened and held within four weeks on a different date thereafter, at which a decision may be taken on the proposal as discussed at the previous meeting, irrespective of the number of members present or represented, provided that a majority of at least two-thirds of the votes cast is required.

3. The notice convening the meetings referred to in this article must state that it will be proposed at the meeting to dissolve the association. The period for convening such a meeting must be at least fourteen days.
- 4a. The board members shall act as liquidators after the decision to dissolve the association.
- 4b. After a resolution to dissolve, the general meeting is authorized to dismiss board members then in office with simultaneous appointment of one or more liquidators.
4. A resolution for dissolution shall determine the allocation of any surplus, and the general meeting shall also appoint one or more depositaries.
5. After dissolution, the association shall continue to exist to the extent necessary to liquidate its assets. During the liquidation, the provisions of the articles of association and by-laws shall remain in force as far as possible. In documents and announcements issued by the association, 'in liquidation' must be added to its name.
6. The books and records of the dissolved association must be kept by the custodian(s) for ten years after the completion of the liquidation.