

BYLAWS OF THE ASSOCIATION

NAME, DOMICILE AND ASSOCIATION'S YEAR

Article 1.

1. The association bears the name:
Groninger Studenten Basketball Vereniging De Groene Uilen²
abbreviated as follows: G.S.B.V. De Groene Uilen.
The association was established
in Groningen on 1 September
1957 and has been incorporated
for an indefinite period.³
2. The association's offices are established in the city of
Groningen, but may have its office elsewhere.
3. The financial year of the association runs from one
September to thirty-one August annually.⁴

OBJECTIVE

Article 2.⁵

1. The association's objectives are as follows:
to practice and promote basketball, in all its forms and to offer social activities to its
members.
2. The association intends to achieve these objectives by, amongst other things:
 - participating in competitions and other competitions organised or approved
by or on behalf of the Dutch Basketball Association - hereinafter referred to
as the NBB;
 - organising competitions;
 - organising events the context of basketball;
 - organising events aimed at socialising.
3. The association is a recognised club within the context of the NBB's bylaws and
regulations.
4. The association is focused on the student community of the RUG (Rijksuniversiteit
Groningen) and/or HG (Hanzehogeschool Groningen [Hanze University Groningen]).

MEMBERSHIP/MEMBERS

Article 3.⁶

1. The association has standard members, members of merit, and honorary members, the
first category also being a member of the NBB in its capacity.
2. The provisions in Article 5, of the NBB's bylaws are applicable mutatis mutandis.
3. The bylaws and regulations of the NBB shall apply with regard to obtaining and
terminating membership, as well as the rights and obligations associated with
membership.
These are, with regard to these subjects, deemed to form part of these bylaws.
4. The member automatically, by joining, irrevocably authorises the board to register
him/her as a member of the NBB.
5. Certain members of merit and honorary members may be granted privileges by the Board.
6. All members are obliged to comply with the bylaws, regulations, and decisions of the NBB
and those of the association. The other obligations of the members are further regulated
by a regulation or decision.

7. The association is, in principle, exclusively accessible to every student registered with the RUG and or the HG.

SPONSORS

Article 4.

1. The association has sponsors as well as members.
2. The sponsors are natural or legal persons who have been appointed by the Board as sponsors and who commit themselves towards the association by making a minimum annual contribution as determined by the Board.
3. The sponsors have no rights or obligations other than those assigned or imposed on them by or pursuant to the bylaws.
4. The rights and obligations of the sponsors can be terminated by the association at any time and by cancellation, on the understanding that in the event of cancellation by the sponsor, the annual contribution for the current financial year shall remain payable in full.
5. Termination on behalf of the association is realised by the Board.

THE BOARD

Article 5.

1. The Board consists of at least three members. At least three members of the total number of Board Members must be of age. The Board Members must be students and members of the NBB.⁷
The General Members Assembly shall determine the number of members. If the number of Board Members falls below three, the Board nevertheless remains fully competent, but is obliged to take the appropriate measures, as soon as possible, in order for the open chairs to comply with the minimum number of three Board Members.
2. The Board Members are elected by the general assembly, for a period of one year and may be re-elected for no more than three times.
Annually, a number of Board Members shall resign in accordance with the schedule drawn up by the Board.
A resigning Board Member is immediately eligible for re-election, but for a maximum period of up to twelve years.
If a Board Member resigns prematurely, the Board may appoint a substitute for the next General Members Assembly.
The interim or nominated Board Member, in accordance with the retirement schedule, takes the place of the Board Member in whose place it has been appointed to or nominated for.
3. The Board Members divide the duties amongst themselves and appoint a Chairperson, a secretary and a treasurer from amongst themselves. This will form the Executive Board.⁸
The association is represented judicially and extra-judicially by the Executive Board and moreover by at least two jointly acting Board Members.
4. Subject to the restrictions in accordance with the bylaws, the Executive Board shall be charged with managing the association. The Executive Board is authorised, under its responsibility, to have committees carry out certain parts of its duties.
5. The Executive Board is authorised, subject to the approval of the General Members Assembly, to conclude agreements for the acquisition, disposal or encumbrance of registered property, the conclusion of agreements, whereby the association acts as a guarantor or severally co-debtor, warrants performance by a third party for a third party or undertakes to provide security for a debt of a third party. The absence of such approval can be invoked by and against third parties.

6. The Executive Board is authorised, with due observance of the Articles and regulations of the NBB, as well as the interests of the association, to impose obligations on members and to enter into obligations on their behalf. ⁹
7. Every Board Member, even if appointed for a specific period of time, can be dismissed or suspended by the General Members Assembly, at any time. A suspension that is not followed by a decision of dismissal within three months ends upon the expiry of such period.

DUTCH BASKETBALL FEDERATION (Nederlandse Basketballbond: NBB)

Article 6. ¹⁰

1. The members of the association are in accordance with the provisions of Article 3.4. a member of the NBB and its association.
2. The members cannot cast their own vote at the NBBs General Members Assembly. The president of the association - in his absence or in his absence his deputy - is irrevocably authorised based on of these bylaws to vote on behalf of the association.

FINANCE

Article 7.

A. Revenue:

1. The revenue of the association, among other things, includes:
 - a. the contributions, levies, and payments from the members;
 - b. revenue from competitions;
 - c. donations;
 - d. other revenue.
2. The members are obliged to pay an annual contribution, which will be determined by the General Members Assembly. The Executive Board is authorised, without having to obtain specific permission from the General Members Assembly, to increase the contributions once a year by a percentage that is in comparison to the cost of living increase percentage in the last association year, according to the consumer price index published by the Central Bureau of Statistics.

To determine the contribution, members can be divided into categories which pay a different contribution. In special cases, the Executive Board is authorised to grant full or partial exemption on the obligation to pay a contribution to ordinary members.
3. If the membership ends in the course of the financial year, the contribution for the entire year shall nevertheless remain due.
4. Members of merit and honorary members are exempt from the obligation to pay a contribution.

B. Budget:

5. A General Members Assembly, is to be held no later than one month before the start of the new financial year, the Executive Board must submit a budget for the predicted income and expenditure for the following year.

The budget accepted at such meeting is the guideline for the financial policy.

C. Annual report, account and accountability:

6. The Executive Board is obliged to keep a record of the association's capital status in such a way that its rights and obligations are known at all times.
7. The Executive Board shall, within six months of the end of the financial year, and subject to an extension of the General Members Assembly, submit its annual report on the association's state of affairs and on the policy pursued. It submits a detailed balance sheet as well as the income and expenditure statement of the association to the meeting for approval. These documents are signed by each Board Member; if the signatures of one or more of the Board Members are not accounted for, such must be stated and the relevant reasons must be recorded. After the expiry of the term, each member of the joint board members can demand that such obligations be fulfilled.
8. Approval of the annual report is discharge, insofar the balance sheet and the income and expenditure statement by the meeting and the Executive Board for the policy pursued, and the treasurer for the management conducted appear from these documents with the notes.

9. Unless the General Members Assembly has provided for supervision of the Executive Board in a different manner, the General Members Assembly shall elect a financial control committee consisting of two members and one other member, who may not be part of the Executive Board. The members of this committee are elected for a period of two years and shall resign in accordance with the resignation schedule to be drawn up. They shall only be eligible for re-election once-off.
The Financial Control Committee examines the account and accountability of the Executive Board and reports its findings to the General Members Assembly.
10. Those who examine the account and accountability of the Executive Board may, if necessary, be assisted by an expert on behalf of the association. The board is obliged to provide the committee with all the required information, to inspect the accounts if desired and to provide him/her with access to the books and documents of the association.
11. The committee's assignment can be revoked at any time by the General Members Assembly, but only upon the election of another committee.
12. The Executive Board is obliged to store the documents in accordance with Articles 7.6, 7.7. and 7.8 for a period of seven years.

GENERAL MEMBERS ASSEMBLY

Article 8.

A. General:

1. The powers are assigned to the General Members Assembly, which are not assigned to another body by law or by virtue of the bylaws.
2. The agenda as referred to in 7.7. Annual General Members Assembly, among other things, include:
 - a. a discussion of the minutes of the previous General Members Assembly;
 - b. an annual report from the secretary;
 - c. a consideration and adoption of the annual report, balance sheet and the income and expenditure statement with the notes;
 - d. filling vacancies;
 - e. announcing proposals with the convocation for the meeting.
3. Furthermore, General Member Meetings shall be held as often as the Executive Board or one or more directors convene a meeting.
4. The Executive Board is, at the written request of at least one/tenth of the voting Members, obliged to convene a General Members Assembly, to be held within four weeks after a submission of the request.
If the request has not been complied with within fourteen days, the applicants themselves may proceed to such convocation, subject to the following provisions.
5. The General Members Assembly are convened by the Executive Board, considering a period of at least fourteen days, not including the day of the convocation and that of the meeting.
6. The convocation is presented in a club magazine, via the website or by means of a written (digital) notification sent to all members, stating the agenda, or by means of an advertisement in at least one, at the place where the association has its seat, daily newspaper.
If the convocation is carried out by means of an advertisement, the agenda for members is made available, for inspection at a suitable place and such shall be stated in the advertisement.
7. A General Members Assembly is open to the public, unless a closed meeting is held or part of the meeting is declared closed.

B. Composition and working methods:

8. All members have access to the General Members Assembly, insofar as they are not suspended as members at the time of the meeting, unless the suspended member comes to argue his/her case in this meeting.
The Chairperson can also grant access to persons other than those mentioned above.
9. Every ordinary member casts one vote at the General Members Assembly. For the ordinary members who have not yet reached the age of sixteen at the start of the association year, a legal representative shall on their behalf cast the vote at the meeting.
10. Each member who is entitled to vote is authorised to have his/her vote cast by a member who is authorised in writing to cast such vote, but who cannot vote in total for more than two persons.
11. The General Members Assembly are chaired by the Chairperson or deputy Chairperson. If the Chairperson and the deputy Chairperson are absent, one of the other Board Members designated by the Executive Board will act as Chairperson.
If the chairpersonship is not provided for in this way, then the meeting itself will choose the person to act as Chairperson.
12. A report of the proceedings will be drawn up at every General Members Assembly by a person designated for this purpose by the Chairperson. The content of such report is submitted for approval at the following General Members Assembly.
If an entity other than the Executive Board has convened the meeting, such entity may determine that-a notarial record of the meeting is drawn up.
The content of this official report is brought to the attention of the General Members Assembly.

C. Decisions

13. Unless otherwise specified in these bylaws, the decisions are taken by a majority of votes cast. The majority is defined as follows:
more than half the number of valid votes cast.
The following are considered invalid votes:
votes cast or ballot papers which, in the opinion of the Chairperson:
 - are blank;
 - are signed;
 - are unreadable;
 - do not clearly identify a person;
 - contain the name of a person who is not a candidate;
 - contain more than one name for each eligible place;
 - contain more than a clear indication of the intended person.
14. All votes on matters are carried out orally and in writing on persons, unless the Chairperson of the meeting determines or permits a different manner of voting without contradiction from the meeting. In the event of multiple vacancies, each vacancy is voted for separately. Decision-making by acclamation is possible, unless a person entitled to vote requires a roll-call vote.

15. If during a candidates vote no one obtained the absolute majority in the first vote, a second vote will be held. Even if no one gets the majority of the valid votes cast in this vote, there will be an intermediate vote for the candidate who obtained the highest number of votes.
If only one candidate has obtained the highest number of votes, a second vote will take place between such candidate and the candidate who received the second highest number of votes.
If there are more candidates who have obtained the second highest number of votes, an interim vote will take place over them to determine who will be the candidate for the second vote.
The candidate who obtains an absolute majority of the votes cast both in the interim vote(s) and in the second vote(s). If the votes are tied during such votes, the youngest of the participants is selected.
16. If the votes are tied on a proposal that does not concern the election of candidates, then it shall be rejected.
17. The opinion expressed by the Chairperson at the General Members Assembly on the decision taken by the meeting, shall be decisive. The same applies to the content of a decision taken, provided that a vote was taken on a proposal not adopted in writing.
18. If, however, the correctness thereof is disputed is contested immediately after it has been pronounced, a new vote shall be taken if the majority of the meeting or if the original vote did not take place in writing and if a person entitled to vote so requires.
This new vote shall invalidate the legal consequences of the original vote.
19. As long as all members and members of the Board are present at a General Members Assembly, valid decisions can be taken, provided that unanimously concerning all the issues under discussion - including a proposal to amend the bylaws or to dissolve - even if the rules for calling and holding such meeting in the prescribed manner has not been observed or any other requirement with regards to the convening, holding of meetings or any related activity has not been considered.

REGULATIONS

Article 9.

The General Members Assembly establishes internal house rules which govern all matters not provided for in the bylaws, the regulation of which is demanded by either these bylaws or the bylaws and regulations of the NBB, or for which regulation is deemed desirable by the General Members Assembly.

The General Members Assembly can adopt other regulations. The provisions of the internal house rules and of other regulations may not be in conflict with the law, nor with the by-laws and regulations of the NBB and with the bylaws of the association.

AMENDMENT TO THE BYLAWS

Article 10.

1. Amendments to the bylaws can only be effected by a decision of the General Members Assembly, which excludes, in the event of such case, as referred to in 8.19, which is convened with the statement that during the Meeting an amendment of the bylaws will be proposed.
2. The persons who have convened the General Members Assembly for consideration of a proposal to amend the bylaws must, at least eight days before the meeting, make a copy of such proposal, in which the proposed amendment is included verbatim available for inspection, at a suitable location, by the Members until after the day on which the meeting is held.
Furthermore, the proposed amendment must at least be published (digitally) for a period of eight days before the Meeting and/or sent to a Member (digitally) at the latter's request.
3. A resolution to amend the bylaws requires at least a majority of two-thirds of the votes cast at a Meeting.
4. Amendments to these bylaws require the approval of the NBB Board or the appeal of the NBB General Members Assembly after the decision to amend such has been taken.¹¹
5. An approved amendment to the bylaws shall not enter into force until a notarial deed has been drawn up. Every Board Member is authorised to have the deed executed.¹²
6. If NBB's bylaws have been amended, the association is obliged to, within six months after these amendments have entered into force, update it's bylaws with NBB's amended bylaws.¹³

DISSOLUTION

Article 11.

1. Subject to the provisions of articles 19 et seq. of Book 2 of the Dutch Civil Code and in the case as referred to in 8.19, the association is dissolved by a decision affected by the General Members Assembly, taken by at least two-thirds of the number of valid votes cast, in a meeting in which at least two-thirds of the number of members entitled to vote are represented and to which they have been convened with the announcement that dissolution of the association will be proposed there.
The provisions of 10.2 apply accordingly.
2. If the number of members required in 11.1 is not present at the Meeting, a new General Members Assembly shall be convened within three weeks thereafter, which shall be legally valid, irrespective of the number of delegates present, and in which dissolution can be decided, provided such is affected with two-thirds of the votes cast.
3. The General Members Assembly who legally acts to dissolve the association appoints several liquidators who are only jointly authorised.
This Meeting also decides on the appropriation of the association assets liquidation balance.
This appropriation may have no other purpose than to promote a general sport interest or a charitable objective.¹⁴
4. The association will continue to exist after its dissolution, insofar as this is required for liquidation of its assets. During the liquidation, the provisions of the bylaws and regulations shall remain in force for as far as possible.

In documents and announcements issued by the dissolved association, the name "in liquidation" must be added to the name of the association. ¹⁵

ASSOCIATION REGISTER

Article 12.

In a public register held by the Chamber of Commerce in the region where the association has its registered office, the following must be registered by a Managing Director of the association:

- a. this association, with the deposit of an authentic copy of the deed including the bylaws;
- b. any amendment to the bylaws, with the deposit of an authentic copy of the deed, including the amendment to the bylaws;
- c. the dissolution of the association;
- d. the name, forenames, place of residence and function within the association of all the Board Members, who have been granted representative authority by the bylaws, and an indication of whether they are authorised to represent the association jointly or together with others.

FINAL PROVISIONS

Article 13.

In all cases not provided for by the bylaws or by law, the Executive Board's decision shall be final.

1. If the association already exists as an association with limited legal capacity (not received royal approval or not a notarial association) then the text of the title of the deed must be amended.
The same is naturally applicable if there is an amendment to the bylaws.
2. The name of the association in full. If desired, one can also implement a short version. For example: "BV Bunnik" instead of "Basketbalvereniging Bunnik en Omstreken [Basketball Association Bunnik and Surroundings]."
3. If the association has been around for much longer period and there is an amendment made to the bylaws, the text must be amended accordingly.
Text proposal: The association was established in ... on and has been incorporated for an indefinite period.
4. The recommendation is to keep the association's year/financial year in line with the calendar year. Alternatively it could be kept in line with the season (1 July - 30 June).
5. This objective is fully accepted. Expansion is possible, but not limited. This concerns a mandatory Article.
6. This entire Article is a mandatory Article, whereby only certain extensions are permitted (e.g., with sponsors, extraordinary members etc.).
7. The requirement for three adult Board Members is a mandatory provision. Incidentally, the NBB assumes that probably every association is wise enough to observe the age requirement of the majority for all Board Members.
8. The bylaws may state that the Chairperson, possibly the secretary and the treasurer are elected in function.
9. This is a mandatory member.
10. This is a mandatory Article.
11. This concerns a mandatory provision.
12. This concerns a mandatory provision.
13. This concerns a mandatory provision.
14. This concerns a mandatory provision.
15. This concerns a mandatory provision.