

Sportstichting Wageningen Universiteit Thymos (SWU Thymos)

having its statutory registered office in Wageningen

CONTINUOUS TEXT

of SWU Thymos' constitution following the execution of a deed amending it before D.G. Hoek on 14 December 2016

Name and registered office

Article 1

The foundation shall be called **Sportstichting Wageningen Universiteit Thymos ('SWU Thymos')** and shall have its registered office in Wageningen, the Netherlands.

The foundation has been established for an indefinite term.

Objective

Article 2

The foundation shall seek to encourage sports and movement amongst the students of Wageningen University and universities of applied sciences in Wageningen.

Article 3

It shall seek to achieve this objective by:

- a. acquiring and supplying facilities for the practice of sports;
- b. acting as a promoter of the sports practised by students through a club or otherwise;
- c. organising local, interuniversity and other matches and events, and arranging for students to participate in them;
- d. all that may be conducive to the aforementioned objective.

Equipment

Article 4

The foundation's capital shall consist of:

1. the foundation's capital;
2. gifts, bequests and legacies.

Article 5

The foundation's income shall consist of:

1. net income from the foundation's capital;
2. contributions from Wageningen University;
3. income from sponsoring and subsidies.
4. other income.

Article 6

The foundation's financial year shall run from the first day of January to the thirty-first day of the next December.

Governing board

Article 7

1. The foundation shall have sports representatives on its governing board, no less than two thirds (2/3) of which shall consist of students, and the board's composition and its members' appointment shall be and occur as stipulated below.
2. The governing board shall consist of:
 - a. a representative of every sports club in Wageningen recognised as such by the foundation's governing board. Which clubs they are shall be stipulated in the regulations;
 - b. a group or representatives consisting of no more than five (5) people, the majority of whom are students – the 'Recreational Council' – who shall represent those sports not involving students acting as part of a club but who attend courses in such sports at Wageningen University. Which sports they are shall be stipulated in the regulations;
 - c. those students who are members of the foundation's executive board.
3. The members of the governing board – not being members of the executive board – shall be appointed and dismissed by the governing board and their appointment shall occur based on a nomination by the:

- a. executive boards of the clubs of which they are members in the case of the representatives of the clubs referred to in Clause 2(a);
 - b. members comprising part of the category of sports referred to in Clause 2(b) in the case of the members of the Recreational Council.
4. The chair of the executive board shall also serve as the chair of the governing board.
 5. Every year the governing board shall adopt the annual accounts and compile a budget for the year ahead.
 6. In the event that there is no governing board for some time for any reason whatsoever, the Wageningen University executive board shall fill any vacancies that have occurred, as far as possible in accordance with the provisions of Clauses 2 and 3 of this article.
 7. The following shall be invited to attend a meeting of the governing board in the capacity of adviser:
 - a. a representative of every group of students who participate in sport as part of a non-student sports club which the foundation recognises as such;
 - b. the members of the advisory board referred to in Article 9;
 - c. the head of USB (Universitair Sportcentrum 'De Bongerd').

Executive board

Article 8

1. Subject to any limitations stipulated in this constitution, the executive board shall be responsible for managing the foundation and shall consist of no fewer than three (3) students.
2. Acting with the prior approval of the Wageningen University executive board, the governing board shall appoint the members of the executive board as nominated by the latter.
3. The executive board shall consist of no less than a chair, a secretary and a treasurer.
4. The members of the executive board shall be appointed for a period of no more than eighteen (18) months. The governing board shall be responsible for the dismissal of the members of the executive board.

Advisory board

Article 9

The governing board may appoint and dismiss an advisory board consisting of no less than two (2) people based on nominations from the categories referred to in Article 7(2)(a) to (c).

Representation

Article 10

1. The executive board or its chair shall represent the foundation at law and otherwise.
2. The executive board may authorise one (1) or more people to act on behalf of the foundation's governing and executive boards.

Regulations

Article 11

1. The governing board shall draw up regulations setting out more detailed rules governing, amongst other things, the powers and duties of the governing, executive and advisory boards, as well as calling meetings, voting during meetings and other forms of decision-making.
2. In the event that there is any conflict between the provisions of such regulations and those of this constitution, the latter shall prevail to the extent of such conflict.

Amendment of this constitution and the regulations

Article 12

1. Any resolution to amend this constitution or regulations shall only be considered, provided that it has been submitted by the executive board or no fewer than seven (7) other members of the governing board.
2. The notice of the meeting of the governing board in which a resolution of amendment is to be considered must be issued accompanied by a copy of the relevant resolution no fewer than thirty (30) days before the date of the meeting.
3.
 - a. A resolution to amend this constitution or the regulations may only be adopted, provided that no less than two thirds (2/3) of the total number of votes by those members of the governing board who are entitled to vote are represented in the meeting and no less than two thirds (2/3) of those members of the governing board who are entitled to vote and are present vote in favour of the amendment.
 - b. In the event that the required number of members of the governing board who are entitled to vote fail to attend the meeting, a new meeting shall be called, such to be held within six (6) weeks after the first meeting, in which a decision may be taken in favour of such amendment,

provided that no less than two thirds (2/3) of those members of the governing board who are entitled to vote and are present vote in favour of the amendment.

Dissolution of the foundation

Article 13

1. The provisions of Article 12 governing the amendment of this constitution shall apply *mutatis mutandis* in relation to any proposal to dissolve the foundation.
2. In the event that a decision is taken in favour of dissolution, the executive board shall act as the liquidator, unless the governing board decides otherwise.
3. Any proposals made by the liquidator shall be considered in a special meeting of the governing board convened for that purpose and shall be dealt with by a simple majority of the votes cast by those of its members in attendance.
4. Whatever remains following liquidation shall be allocated as far as possible in accordance with the foundation's objective.

Powers of the Wageningen University executive board

Article 14

1. The approval of the Wageningen University executive board shall be required for any decision taken in accordance with Article 12 and 13(1) or (2) before it is implemented.
2. The approval of the Wageningen University executive board shall be required for any budget that is adopted.