

Amendment of the Charter of Machiavelli

Today * two thousand and twelve, appeared before me, Laurina Christina Klein, LLM, civil-law notary in

Amsterdam: * The person appearing stated:

- The General Membership Meeting of the association located in Amsterdam, Machiavelli, with its offices at Nieuwe Achtergracht 166, 1018 WV Amsterdam, entered in the Commercial Register under number 40537308, resolved on the twenty-first of September two thousand eighteen to amend the Charter of the association in its entirety;
- the call and passing of the resolution are evident from the appended documents;
- *under article 17 paragraph 13 of the association's Charter, the person appearing is authorized as member of the board of the association to sign this instrument. The person appearing hereby declared to implement the foregoing by adopting the following amended Charter of the association:*

THE ASSOCIATION Article 1

1. The association is named Machiavelli. Machiavelli is referred to henceforth in this Charter as "the association".
2. The association is registered in Amsterdam.
3. The association was formed on the third of June nineteen hundred and sixty-four. The association will continue to exist for an indefinite time.
4. The association year runs from the first of October to the thirtieth of September.
5. The association's financial year runs from the first of September to the thirty-first of August.

OBJECTS AND RESOURCES Article 2

1. The association's object is to represent the interests of political science students at the University of Amsterdam in the broadest sense.
2. The association is progressive in nature and strives at all times to improve the quality of the education and position of students of the programme and the study climate.
3. The association's object is to offer political science students the possibility to develop themselves by becoming active within the association.

4. The association attempts to achieve these objects, for example by: a. Organizing activities for the members.

b. Collaborating with and participating in other associations and organizations, in

so far as not in conflict with the objects of the association. 5. The association does not have a profit motive.

MEMBERS, ASSOCIATE MEMBERS, HONORARY MEMBERS AND DONORS Article 3

1. The association has:

a. Ordinary members;

b. Associate members;

c. Honorary members;

d. Donors.

2. Ordinary members can be: natural persons who:

a. At the time of applying to the association are enrolled in the Political Science programme at the University of Amsterdam;

b. Are registered as students at the University of Amsterdam for the current academic year;

c. Have complied with their financial obligations to the association.

3. Ordinary members have the possibility to take part in all activities of the association, in so far as this can reasonably be required of the association, and in so far as the board has not set additional requirements on participation in an activity. In this context, ordinary members have the rights conferred and obligations imposed on them by or pursuant to this Charter.

4. Associate members are natural persons who were members of the board or who hold a position in a body of the association. Associate membership starts when one of them can no longer be an ordinary member as provided in Article 3 paragraph 2.

5. Associate membership lasts for ten years for persons who were members of the board of the association. Persons who hold positions at a body of the association will be associate members

as long as they hold these positions.

6. Honorary members are natural persons who, on nomination by the Board, are appointed as such by the General Membership Meeting because of their special services to the association.
7. Donors are natural or legal persons who support the association financially or in another way with at least a minimum contribution to be determined by the Board.
8. Everything else concerning donors will be arranged in bylaws.
9. Ordinary members have voting rights at the General Membership Meeting. Associate members and honorary members have an advisory role. Donors have no votes at the General Membership Meeting.
10. Associate members, honorary members and donors have no rights and obligations other than those conferred or imposed on them by or pursuant to this Charter.

END OF MEMBERSHIP Article 4

1. The membership of ordinary members, associate members and honorary members ends:
 - a. By the death of natural persons or – as far as legal persons are concerned – when the legal person ceases to exist;
 - b. By written cancellation – as far as ordinary members are concerned – by the member. This can be done only at the end of an association year with due observance of a notice period of four weeks. If cancellation does not take place in a timely manner, membership will continue until the end of the next association year;
 - c. By written cancellation – as far as associate members and honorary members are concerned – by the member. This can be done at all times, without observance of a notice period;
 - d. By written cancellation by the board on behalf of the association. This is possible at all times, without observance of a notice period, when an ordinary member no longer satisfies the conditions set on membership in Article 3, as well as when the association cannot reasonably be required to allow the membership to continue.
 - e. By removal. This decision can only be taken by the board when an ordinary member, or an associate member or honorary member, acts contrary to the Charter, bylaws or decisions of the association or prejudices the association in an unreasonable manner.

2. An ordinary member, associate member or honorary member with respect to whom a decision for removal has been taken will be notified of the decision as quickly as possible in writing, with statement of the reasons. Appeal against the decision will be open to him or her to the General Membership Meeting within four weeks of receipt of the notification.
3. During the period for appeal or pending the appeal, the person concerned will be suspended. He or she will, however, be entitled to attend and speak at the General Membership Meeting in which a decision is taken on the appeal.
4. Regarding the membership of a board member, both cancellation and removal take place only pursuant to a resolution of the General Membership Meeting. No appeal is open to a board member.
5. The end of ordinary membership also entails the end of board membership.

SUSPENSION Article 5

1. In the cases mentioned in Article 4 paragraph 1 under e., the board can suspend an ordinary member or an associate member or honorary member for three months at most, if the board does not consider enough grounds present to decide on removal.
2. The appeal procedure, as set out in Article 4 paragraph 2, will apply mutatis mutandis to suspension.
3. Suspension of a board member as an ordinary member of the association will also entail suspension as a board member.

MEMBERSHIP FEE Article 6

1. The board will determine the membership fee payable by ordinary members and any other contributions, with due observance of the budget adopted by the General Membership Meeting.
2. The board will determine the way in which and the date no later than on which financial obligations must be met.
3. Persons whose ordinary membership has started or ended, or who have been suspended, will have to pay the full membership fee and any other contributions due for the entire year, unless the board decides otherwise.

GENERAL MEMBERSHIP MEETING Article 7

1. Each association year, at least three membership meetings must be held. The first meeting, hereinafter referred to as the annual meeting, must be held in October at the latest. The second, hereinafter referred to as the semi-annual meeting, will be held halfway through the association year. The third, hereinafter referred to the nomination meeting, will be held between the semi-annual meeting and the annual meeting.

2. In the annual meeting the following will in any case come up for discussion:

- a. Adoption of the annual accounts of the board;
- b. Appointment of a new board;
- c. Appointment of a new audit committee for the next financial year;

3. In the semi-annual meeting the following will in any case come up for discussion:

- a. Adoption of the semi-annual report of the board;
- b. Adoption of the semi-annual accounts of the board.

4. In the nomination meeting, the following will in any case come up for discussion:

- a. Adoption of the annual report of the board;
- b. Nomination of the nominee board.

5. General membership meetings can be called by the board, or if so desired, by at least ten ordinary members or as many ordinary members who, together, are entitled to cast one tenth of the votes in a General Membership Meeting, by way of a reasoned request to that effect to be submitted to the presidium.

6. A meeting must be called by written notice sent to the address of each member, as this is known to the association, by the presidium at least fourteen days prior to the meeting.

The notice calling the meeting must contain an indication of the place and time of the meeting, as well as a list of the items to be discussed.

THE BOARD Article 8

1. The association has a board. The board is charged with the management of the association.
2. The General Membership Meeting elects the board. Everything else concerning the election of the board is determined in bylaws.
3. The General Membership Meeting determines the number of board members. There must be at least three members. If the number of board members falls below the prescribed minimum, the board will remain authorized.
4. The board's period in office lasts from annual meeting to annual meeting.
5. Each board member can be re-elected forthwith.
6. End of board membership:
 - a. Board membership ends by resignation, dismissal or termination of ordinary membership;
 - b. If one or more board members resign in the interim, the vacancy will be provided for temporarily as stipulated in the bylaws.
7. After approval by the General Membership Meeting, the board will be authorized to:
 - a. conclude contracts for the purchase, sale or encumbrance of property subject to registration;
 - b. conclude contracts by which the association binds itself as joint and several debtor or surety;
 - c. conclude contracts by which the association warrants the performance of a third party;
 - d. conclude contracts by which the association binds itself to provide security for a debt of a third party.
8. The association will be represented in and out of court by two members of the board acting jointly, without prejudice to their right to grant one of them or a third party power of attorney.

OTHER BODIES OF THE ASSOCIATION Article 9

1. The association has a Presidium.
2. The association has an Audit Committee.

3. The association has an Advisory Council.
4. The association has a Selection Committee.
5. The board and the General Membership Meeting are authorized to form other committees and working groups.
6. Everything else concerning these bodies will be arranged in bylaws to be adopted by the General Membership Meeting.

BYLAWS Article 10

1. The General Membership Meeting can adopt, amend or revoke one or more bylaws.
2. Bylaws may not be in conflict with the law or this Charter.

AMENDMENT OF THE CHARTER AND DISSOLUTION Article 11

1. A resolution to amend the Charter or to dissolve the association will require a majority of at least two thirds of the validly cast votes in a General Membership Meeting.
2. The notice calling the General Membership Meeting in which a motion will be made to amend the Charter or dissolve the association must expressly mention the item concerned.

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If amendment of the Charter is concerned, a copy of the motion in which the proposed amendment is included verbatim must be made available for inspection seven days before the start of the General Membership Meeting.

3. An amendment to the Charter will enter into effect only when a notarial instrument has been made of it.

LIQUIDATION Article 12

1. After dissolution, the board will be charged with the liquidation, unless the General Membership Meeting that passed the resolution for dissolution has appointed one or more other liquidators.
2. During the liquidation, the provisions laid down by or pursuant to this Charter will remain applicable as far as possible.

3. The General Membership Meeting will use any credit balance for objects that are most in line with the objects of the association.

RESIDUAL PROVISION Article 13 Everything for which this Charter or bylaws to be introduced do not provide will be decided by the board. The General Membership Meeting may give the board instructions to that effect. The person appearing is known to me, civil-law notary. This instrument was executed today in Amsterdam. The substance of this instrument was communicated and explained to the person appearing. The person appearing stated that he/she did not require the instrument to be read out in full, and that he/she had taken note of the contents of the instrument and agreed to them. Thereupon, after its limited reading, this instrument was signed by the person appearing and me, civil-law notary.