YR/2021.209539.01

## DEED OF

## INCORPORATION

## ASSOCIATION CAN PARTY

Number of annexes: one (1)<br>-one (1) proxy

On this day, the twenty-ninth day of March, two thousand and twenty-one, appeared before me, Reinier Alfons Thissen, civil lawnotary in Mazastricht: Mr. Claudius Helena Russel, officiating at the offices of me, notary public, at Avenue Ceramique 105 in 6221 KV Maastricht, born in Landgraaf on the twenty-second day of December nineteen hundred and ninety-four;
Acting in this behalf as the written attorney-in-fact of:

1. Mrs. Victoria Maria Gerardus van Heesewijk,
residing at 48 Rue du village, 1380 LASNE, Belgium,
born in Braine-l'Alleud (Belgium) on the third day of September nineteen hundred
ninety-nine,
identifying himself with an identity card bearing the number IU9D2PF99, issued
in Bergeijk on the nineteenth day of December two thousand and sixteen,
unmarried and not registered as a partner in the sense of registered partnership; -
and
2. Mr. Ezekiel Djeribi Stevens,
residing at 6211 RH Maastricht, Herbenusstraat 134,
born in Dublin, Ireland, on the tenth day of December one thousand nine
hundred and ninety-nine,
identifying himself by a foreign identity card bearing the number C82263568
issued in Dublin, Ireland, on the twenty-ninth day of October two thousand and
eighteen, unmarried and not registered as a partner in registered partnership.
The appearing person declared - for and on behalf of Mrs. Victoria Maria Gerardus van Heesewijk and Mr. Ezekiel Djeribi Stevens, both aforementioned - to establish by this deed an association, which shall be governed by the following:
Bylaws. Article
3. 

Definitions.
In these bylaws, the following definitions-shallapply:

- General Assembly:

The body of the Association formed by voting members of the Association;

- Board:
the Board of the Association;
- Written:
by letter, fax or e-mail, or message transmitted by any other commen means of
communication that can be received electronically or in writing provided that the identity of the sender can be established with adequate certainty;
- Statutes:
the bylaws of the Association;
- Association:
the legal entity to which the Articles of Association relate;
- Bill 34491:
the bill to amend the Civil Code in connection with the unification and clarification of certain provisions concerning the management and supervisory _boards of legal persons (Management and Supervision of Legal Persons Act) (parliamentary number 34491).


## Article 2

Name.
The Association shall bear the name: KAN Party.
Article 3.
Seat.
The Association has its seat in the municipality of: Maastricht.

## Article 4.

## Objective.

1. The Association aims to make the greatest possible impact for climate justice at Maastricht University in order to (continue to) put climate issues at the center of its policies.
2. The Association seeks to achieve this goal, among other things, by creating a network of alumni, advisory boards, (former) staff members and students who work together to analyze and influence Maastricht University's actions and goals where necessary as well as through the voice given to the Association's elected members by appointment to faculty and university councils. It will provide solicited and unsolicited advice to Maastricht University.
3. The Association is affiliated with Maastricht University and will conform to the policies and guidelines applicable there, as they may be from time to time.
Article 5.
Members.
4. Members of the Association may be those who are students or alumni of Maastricht University or are or have been employed within Maastricht University.
5. The Board shall keep a register containing the names and addresses of all members.
Article 6
Admission.
6. The Board shall decide on the admission of members.
7. In case of non-admission to membership, the General Assembly may still decide on admission.

## Article 7.

## End of membership.

1. Membership in the Association shall terminate:
a. by the death of the member;
b. by cancellation by the member;
c. by termination by the Association.

This may occur when a member has ceased to meet the requirements for __ membership as set forth in the Articles of Association, when he fails to meet his obligations to the Association, as well as when the Association cannot reasonably be required to continue the membership;
d. by dismay.

It may be pronounced only when a member acts in violation of the Statutes, regulations or decisions of the Association, or unreasonably prejudices the Association.
2. Termination by the Association shall be by the Board.
3. Termination of membership by the member or by the Association may only be made by the end of a fiscal year and subject to four weeks' notice. However, membership may in any case be terminated by the end of the fiscal year following the fiscal year in which notice of termination is given. Furthermore, membership may be terminated immediately if the Association or the member cannot reasonably be required to continue membership.
4. Termination in violation of the provisions of the preceding paragraph shall cause membership to terminate at the earliest permissible time following the date on which notice of termination was given.
5. A member may terminate its membership with immediate effect within one month after it has been notified of a resolution to convert the Association into __ another legal form or to merge or demerge within the meaning of Title 7 Book 2 Civil Code.
6. Furthermore, a member may terminate its membership with immediate effect within one month after it has become aware or been notified of a resolution restricting its rights or increasing its obligations towards the Association. In such a case, the decision shall not apply to him.
A member shall not be entitled to exclude from his membership by resignation a decision, whereby his pecuniary rights and obligations have been changed.
7. Expulsion from membership shall be by the Board.
8. Of a decision to terminate membership by the Association on the grounds that a member fails to fulfill its obligations to the Association, as well as that the Association cannot reasonably be required to maintain membership
continue and of a decision to expel from membership, the person concerned may appeal to the General Assembly within one month of receiving notificationof the decision.
To this end, he shall be notified In Writing of the decision with reasons as soon as possible.
During the appeal period and pending the appeal, the member shall be suspended, provided, however, that the suspended member shall have the right to address the General Assembly at which the appeal referred to in this paragraph is considered.
9. If membership ends during a fiscal year, the annual dues shall nevertheless remain payable in full.

## Article 8.

Annual contributions. Commitments.

1. Members who represent the Association by serving on faculty and/or university councils shall be required to pay an annual contribution, which shall be determined by the Board.
For this purpose, they can be divided into categories that pay different contributions.
2. The Board is authorized to grant full or partial exemption from the obligation to pay a contribution in special cases.
3. The Board, with the approval of the General Assembly obtained for this purpose, is authorized to attach commitments to membership.

## Article 9.

## Governance.

1. The Board shall consist of a number to be determined by the General Assembly of not less than three and not more than seven persons appointed by the General Assembly, provided that the members of the first Board shall be appointed by this act.
Directors shall be appointed from among the members of the Association, except as provided in paragraph 2 of this Article.
2. The General Assembly may decide that one director be appointed outside the members.
3. Directors shall be appointed from one or more binding nominations, subject to the provisions of paragraph 4 of this article.
To make such a nomination, both the Board and ten percent or more membersare authorized.
The Board's nomination shall be communicated in the notice of the meeting. $\qquad$ A nomination by ten percent or more members must be submitted In Writing to the Board before the start of the meeting.
4. Any nomination may be deprived of its binding character by a resolution of the General Assembly passed by at least two-thirds of the votes cast at a meeting _ at which at least two-thirds of the members are represented.

If the nomination contains one candidate for a position to be filled, a decisionon the nomination shall have the effect of appointing the candidate unless the-_ binding nature of the nomination is removed.
5. If no nomination is made, or if the General Assembly decides to deprive the made nominations of their binding nature in accordance with the preceding paragraph, the General Assembly shall be free to choose.
6. If there is more than one binding nomination, the appointment shall be made from those nominations.

## Article 10.

## Termination of Board membership. Periodic resignation. Suspension.

1. Any director, even if appointed for a fixed term, may be dismissed or suspended at any time by the General Meeting.
A suspension that is not followed by a decision to dismiss within three months ends by the expiration of that period.
2. Each director shall retire no later than three years after his appointment, according to a retirement schedule to be established by the Board.
The retiring person shall be eligible for re-election; whoever is appointed to an _ interim vacancy shall take the place of his predecessor on the roster.
3. Membership on the Board shall further terminate:
a. by termination of membership in the Association with respect to a director appointed from among the members;
b. by thanking.

## Article 11.

## Functions on the Board. Decision-making of the Board.

1. The Board (with the exception of the first Board whose members are appointed to office) shall appoint from among its members a president, a secretary and a treasurer.
The General Assembly can always decide to accept new positions.
The Board may appoint a replacement for each of them from among its__
members. A director may hold more than one office.
2. Minutes of the proceedings of each meeting of the Board shall be taken by the Secretary and shall be adopted and signed (digitally) by the President and the Secretary.
3. Resolutions of the Board may also be passed in Writing instead of in a meeting, provided that they are passed unanimously by all directors.
4. A director shall not participate in the deliberations and decision-making if he has a direct or indirect personal interest therein that conflicts with the interest _ of the Association and its affiliated or organization. If as a result no board decision could be taken, the decision shall be taken by the General Meeting.
5. By-laws may provide further rules regarding the meetings-of and decisionmaking by the Board.

## Article 12.

Task of the Board. Representation. Compensation.

1. Subject to the limitations according to the Bylaws, the Board shall be in charge of governing the Association.
In discharging their duties, the directors shall act in the best interests of the Association and its affiliated organization.
2. If the number of directors has fallen below three, the Board shall remain competent.
However, the Board is obliged to convene a General Meeting as soon as __ possible to consider the filling of the vacancy(ies).
In the event of the absence or inability to act of one or more directors, the-_
remaining director(s) shall be in charge of the entire management.
In the event of the absence or inability to act of all the directors or of the sole director, the Association shall be temporarily managed by a person to be appointed for that purpose by the General Meeting at all times.
In any case, for the purposes of these bylaws, inability means the circumstance that
a. the driver is unavailable for a period of more than seven days due $\qquad$ to illness or other causes; or
b. the driver is suspended.
3. The Board is authorized to have certain parts of its task performed under its responsibility by committees appointed by the Board.
4. Subject to the approvalof the-General Meeting, the-Board shall be-empowered to decide to enter into agreements to acquire, dispose of and encumber registered property, and to enter into agreements whereby the Association__ binds itself as surety or joint and several co-debtor, warrants performance by a third party or binds itself as surety for a debt of another, and to represent the Association in respect of these acts.
The absence of the aforementioned approval of the-General-Assembly may be invoked against third parties.
5. The General Assembly is authorized to subject resolutions of the Board to its approval.
These decisions must be clearly defined and communicated In Writing to the Board.
6. Without prejudice to the provisions of paragraph 4 of this Article, the Association shall be represented by the Board.
The power of representation is also vested in two other directors.
In the event of aconflict of interest between the Association and a director, the-
Association may be represented by the director or such other person as the General Assembly may designate for that purpose.
7. Directors may be granted remuneration.

Costs will be reimbursed to drivers upon presentation of supporting documents.
Article 13.
Board report. Accounts.

1. The fiscal year of the Association shall coincide with the academic year, running from September one through August thirty-first of the following year.
2. The Board shall be obliged to keep records of the Association's assets and of everything concerning the Association's activities in accordance with the requirements arising from these activities, and to keep the books, documents and other data carriers belonging thereto in such a way that the Association's. rights and obligations can be known at all times.
3. At a General Meeting, within six months after the end of the financial year,__ subject to extension of this period by no more than four months by the General Meeting, the Board shall present a management report on the affairs of the Association and the policies pursued.
The Board submits the printed balance sheet and the statement of income and expenses with explanatory notes to the General Assembly for approval. These documents shall be signed by the directors; if the signature of one or more of them is missing, this shall be stated and reasons given.
After the expiration of the time limit, any member may claim in court from the joint directors that the directors fulfill these obligations.
4. The General Assembly shall annually appoint from among the members-a financial committee of at least two persons who may not be members of the Board.
The finance committee shall examine the documents mentioned in the second sentence of paragraph 3 of this article and report its findings to the General Assembly.
The Board shall be obliged to provide the Finance Committee with any information it requests for the purpose of its investigation, to show it the Association's cash and values if it so desires, and to make the Association's books, records and other data carriers available for consultation.
5. If the examination of the accounts requires special accounting knowledge, the finance committee may be assisted by an expert.
6. The charge of the finance committee may be revoked at any time by the General Assembly, but only by the appointment of another finance committee.
7. The Board is obliged to keep the books, documents and other data carriers referred to in paragraphs 2 and 3 of this article for seven years, without prejudice to the provisions of paragraph 8 of this article below.
8. The data contained on a data carrier, with the exception of the paper-based balance sheet and statement of income and expenditure, may be transferred to another data carrier and preserved, provided that the transfer is made with accurate and complete representation of the data and these data are
are available for the entire retention period and can be made readable within a reasonable time.

## Article 14.

## General Meetings.

1. The General Assembly shall have all powers in the Association which are not assigned to the Board by law or by the Articles of Association.
2. A General Meeting - the Annual Meeting - is held annually, no later than six months after the end of the fiscal year.
The annual meeting topics include:
a. the management report and accounts referred to in Article 13 with the report of the committee referred to therein;
b. The appointment of the committee mentioned in Article 13 for the next fiscal year;
c. provision for any vacancies;
d. proposals of the Board or members, announced in the notice of the meeting.
3. Other General Meetings shall be convened as often as the Board deems appropriate, or when it is required to do so by law or by the Articles of Association.
4. Furthermore, at the written request of at least such a number of members as is authorized to cast at least one-tenth of the votes, the Board shall be obliged to convene a General Meeting at a period not exceeding four weeks after submission of the request. If the request is not complied with within fourten days, the petitioners themselves may proceed to convene the meeting by notice in accordance with Article 18 or by advertisement in at least one widely read daily newspaper in the place where the Association has its registered office, with due observance of the period of notice mentioned in Article 18. The petitioners may then assign others than directors to conduct the meeting and take the minutes.

## Article 15.

Access and voting rights-

1. Admission to the General Assembly shall be open to all members of the Association and the director who is not a member of the Association. No suspended members shall have access except as provided in paragraph 8 of Article 7 and suspended directors.
2. The admission of persons other than those referred to in paragraph 1 of this article shall be decided by the-General/Assembly.
3. Each member of the Association who is not suspended shall have one vote. The director who is not a member of the Association shall have an advisory vote.
4. A member's vote may be cast by another member authorized in Writing.
5. If the Board has opened the possibility to do so in the notice of a General Meeting, members are authorized to exercise their right to vote by electronic means of communication, provided that (i) the
impose conditions on the use of the means of communication such as connection, security and the like are disclosed at the time of notice, (ii) the member can be identified, (iii) the member can learn directly about the proceedings at the meeting, and (iv) if such opportunity is provided, the member can participate in the deliberations.
6. If the Board has opened the possibility of doing so In Writing, votes may be cast prior to the General Meeting via an electronic means of communication, but noearlier than the thirtieth day before that of the meeting, at a specially designated e-mail address. Such votes shall be treated the same as votes cast atthe General Meeting.

## Article 16. Chairmanship.

## Minutes.

1. The General Meetings shall be conducted by the President of the Association or his deputy.
In the absence of the chairman and his deputy, one of the other directors to bedesignated by the Board shall act as chairman.
If the chairmanship is not provided for in this manner either, the meeting shall provide for it itself.
Until then, the chairmanship shall be held by the person oldest in age presentat the meeting.
2. Minutes shall be taken of the proceedings at each meeting by the secretary or another person designated by the chairman for that purpose, which shall be adopted and signed by the chairman and the note-taker.
Those who convene the meeting may have notarized minutes of the proceedings.The contents of the minutes or record shall be brought to the attention of the $\qquad$ members.

## Article 17.

## Decision-making of the General Assembly.

1. The opinion of the chairman on the outcome of a vote expressed at the General Meeting is decisive.
The same applies to the content of a resolution passed insofar as a vote was taken on a motion not recorded in Writing.
2. However, if the correctness of a judgment referred to in the first paragraph is disputed immediately after it is pronounced, a new vote shall be taken if the majority of the meeting or, if the original vote was not by roll call or by ballot, a person present with voting rights so requires.
This new vote cancels the legal effect of the original vote.
3. Insofar as the Articles of Association or the law do not provide otherwise, all resolutions of the General Assembly shall be passed by an absolute majority of the votes cast.
4. Blank votes and invalid votes are considered not cast.
5. If in an election of persons no one has obtained an absolute majority, a second vote, or in the case of a binding nomination, a second vote between the nominated candidates, shall take place. If again no one has obtained an absolute_ majority, repeat voting shall take place until either one person has obtained an absolute majority or the vote is between two persons and the votes are tied.In_ the aforementioned re-ballots (not including the second ballot), votes are alwayscast between the persons voted for in the previous ballot, with the exception of the person who received the smallest number of votes in that previous ballot. If in that preceding ballot the smallest number of votes was cast for mofe than_ one person, lots shall be drawn to determine which of those persons canno longer be voted for on the new ballot.
In the event of a tie in a vote between two persons, lots shall decide which of the two is elected.
6. If the votes are tied, the proposal is rejected, without prejudice to the provisions of paragraph 5 -f this article.
7. All voting shall be oral.

However, the president may determine that votes shall be cast by ballot. If it is an election of persons, a voting member present may also require that votes be cast by ballot.
Voting by ballot shall be by unsigned sealed ballots.
Decision making by acclamation is possible unless a person entitled to vote requires a roll call vote.
8. A unanimous resolution of all members, even if not convened in a meeting, if taken with the prior knowledge of the Board, shall have the same force as a resolution of the General Assembly.
This also applies to decisions to amend the Articles of Association or to dissolvethe Association.
9. As long as all members are present or represented at a General Meeting, valid __ resolutions may be passed, provided they are passed unanimously, on all matters on the agenda - including, therefore, a proposal to amend the Articles of Association or to dissolve the Association - even if the convocation has not been made in the prescribed manner or if any other requirement relating to the convocation and holding of meetings or any related formality has not been observed.

## Article 18.

Convening General Assembly.

1. General Meetings are convened by the Board, without prejudice to the provisions of Article 14, paragraph 4.

The convocation shall be made In Writing to the addresses (including e-mail addresses) of the members according to the register referred to in Article-5. The notice period shall be at least seven days.
If a member consents In Writing, notice may be given by a legible and reproducible message sent electronically to the address notified In Writing by him to the Association for this purpose.
2. The notice of meeting shall state the subjects to be discussed, without prejudice to the provisions of Articles 19 and 20.

## Article 19.

## Amendment of the Bylaws.

1. Without prejudice to the provisions of Article 17 paragraphs 8 and 9, the Articles of Association can only be amended by a resolution of a General Meeting, which_ has been convened with the announcement that an amendment of the Articles _ of Association will be proposed at that meeting.
2. Those who have given notice of the General Meeting for consideration of a proposal to amend the Bylaws must make available for inspection by the members a copy of that proposal, containing the verbatim text of the proposed amendment, in a place suitable for that purpose, at least five days before the meeting until after the day on which the meeting is held.
3. A resolution to amend the Bylaws 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.
If two-thirds of the members are not present or represented, a second meeting-_ shall be convened after that meeting, to be held within four weeks of the first _ meeting at which the proposal as discussed at the previous meeting may be decided upon, regardless of the number of members present or represented, provided it is decided by a majority of at least two-thirds of the votes cast.
4. An amendment to the Bylaws shall not enter into force untilanotal deed has been drawn up.
Each director is authorized to execute the deed.

## Article 20.

Dissolution.

1. The Association may be dissolved by a resolution of the General

Assembly.
The provisions of paragraphs 1 and 3 of Article 19 shall apply mutatis mutandis.
2. After dissolution, liquidation shall be carried out by the directors. The Board may decide to appoint other persons as liquidators.
3. The surplus balance after liquidation shall be transferred to those who were members at the time of the dissolution resolution.
Each receives an equal share.

However, the resolution of dissolution may also include a different use of the surplus.
4. Upon completion of the liquidation, the books, records and other data carriers of the dissolved Association shall remain in the custody of the liquidators for the period prescribed by law designated person.
5. The liquidation is otherwise subject to the provisions of Title 1 Book 2 of the Civil Code.

## Article 21.

## Advisory Board

1. The Association may establish an advisory board by resolution of the General Assembly.
2. A Member may nominate to the Board any person he/she deems suitablefor the Advisory Board. The Advisory Board receives the written nomination from the Member. If the Board considers this person suitable for the position of advisory board then the Board submits this nomination to the General Assembly for approval.
3. The Board together with the Advisory Board agree on the means they will use $\qquad$ for their mutual communication. They shall together establish rules regarding the means of communication, respecting each other's time and availabilities.
4. The term of office of the member of the Advisory Board is unlimited
5. The Advisory Board may at any time, solicited or unsolicited, provide the Board with its advice or assistance. The Advisory Board must meet at least three times per academic year.
6. The Advisory Board, in consideration of the availabilities of its members, if consulted by the Board, is expected to offer its advice or assistance. If invited to a meeting with the Board, attendance is expected.
Absence must be communicated in advance to the Board giving good reasons, failing which participation in the advisory board may be terminated by a joint decision of the Board and the other members of the advisory board together.
7. The opinions of the advisory board are not binding. The Board-maydeviate from an opinion of the advisory board with reasons given after considering this opinion.
Article 22.

## By-Laws.

1. The General Assembly may adopt by-laws.
2. The By-Laws may not conflict with the law, even where it does not contain mandatory law, nor with the Bylaws.

## Article 23. Fransitional <br> provision.

If the Bill 34491 takes effect, Article 12(6) will read as follows:
6. Without prejudice to the provisions of paragraph 4 of this Article, the Association shall be represented by the Board.
The power of representation shall belong also to either the chairman or two other directors.

## Closing statement.

Finally, in fulfillment of the provisions of Article 9 Section 1 and Article 11 Section-1, the appearing person declared that the Board consists of seven (7) members for the first time and that for the first time directors of the Association are appointed:

1. Mrs. Friederike Charlotta Leppert,
residing at 6213 ER Maastricht, Sauterneslaan 36 C,
born at Wedel (Federal Republic of Germany) on December twenty-two, nireteen
hundred ninety-nine,
holder of a foreign identity card bearing the number L1TY754FV, issued in
Blankenese on the twenty-third day of December two thousand and
twenty, unmarried and not registered as a partner within the meaning of registered partnership, as president;
2. Mrs. Charlotte Edith Lenhard,
residing at 6229 GG Maastricht, Plantijndomein 17,
born at Marburg (Federal Republic of Germany) on the twenty-ninth day-of June -
nineteen hundred ninety-nine,
holder of a foreign identity card bearing the number L32H49JN1, issued in
Schifferstadt on the twentieth day of November two thousand and
eighteen, unmarried and not registered as a partner within the meaning of registered partnership, as Secretary;
3. Mr. Ruben Keenan Foerder,
residing at 6216 EG Maastricht, Brouwersweg 100,
born in Berlin (Federal Republic of Germany) on October twenty-nine hundred ninety-nine,
holder of a foreign identity card with the number L3G11WPTY, issued in Steglitz-
Zehlendorf on the eighth day of March two thousand sixteen, unmarried and not registered as a partner in the sense of registered partnership, as treasurer;-_
4. Mr. Ezekiel Djeribi Stevens,
aforementioned, as "Internal
Engineer";
5. Ms. Victoria Maria Gerardus van Heesewijk,
aforementioned, as "Public Relation Officer";
6. Ms. Nina Čaňová,
residing at 6216 EG Maastricht, Brouwersweg 100,
born in Bratislava, Slovakia, on the thirteenth day of May, two thousand, holder of a foreign identity card bearing the number EU934721, issued in Bratislava II on the twenty-first of July, two thousand and fifteen, unmarried and not registered as a partner in the sense of registered partnership, as "Social__ Media Officer"; and
7. Ms. Inga-Lotta Schöyen,
residing at 6221 GD Maastricht, Heugemerweg 5,
born in Kiel (Federal Republic of Germany) on the twenty-third day of March, two thousand_and_one,
holder of a foreign identity card with registration number L6Y29HWYH, issued in -
Essen on the sixteenth day of April two thousand and eighteen, unmarried and
not registered as a partner in the sense of registered partnership, as "Network Officer".
Address
The first address of the Association is: Duboisdomein 30, 6229 GT Maastricht.

## Residence Choice

The persons appearing choose domicile for everything concerning this deed at the office of the notary, custodian of this deed.

## FULL

The foregoing power of attorney is evidenced by one (1) private deed (Exhibit) to be attached to this instrument.
FINAL ACT
The person appearing is known to me, notary public.
WHEREOF THIS DEED was executed in Maastricht, on the date mentioned in the heading of this deed.
The substantive content of the deed was stated and explained to the person appearing.
The person appearing stated that he did not wish to have the deed read in full, that he had received a draft deed in time for its execution, that he had taken note of the contents of the deed and that he agreed with the contents.
This deed was read aloud in limited form and signed immediately thereafter, first by the appearing person and then by me, notary public.
(Follows signature)
ISSUED FOR COPY


