

ARTICLES OF ASSOCIATION

Article 1.

Name and seat.

The Association bears the name: **Nederlands Genootschap van Bedrijfsjuristen.**

It has its seat in the municipality of The Hague.

Article 2.

Purpose.

1. The purpose of the association is to support the professional practice of the ordinary members as well as to promote legal science and legal practice in relation to the business world, and furthermore everything that belongs to it, is related to it or can be conducive or useful to it, all in the broadest sense of the word.
2. The association tries to achieve this goal by, among other things, organizing meetings of members, organizing training courses, undertaking studies, issuing advice and providing facilities.
3. The association is a non-profit organization.

Article 3.

Membership.

1. The association has ordinary and extraordinary members. Where the articles of association refer to members, this means both ordinary and extraordinary members, unless stated otherwise.
2. Ordinary and extraordinary members are those who have been admitted as such in accordance with the provisions of Article 4.

Article 4.

1. Only those who:
 - a. have acquired the status of “meester in de rechten” by successfully completing the doctoral examination at a Dutch university or has obtained the degree of master of laws by successfully completing a master's degree in law at a Dutch university or has successfully completed an education which the board considers equivalent, and
 - b. during the majority of his/her working time as an in-house lawyer is employed by one or more organisations operating in the Netherlands; The General Meeting may lay down further rules by issuing regulations (to be adopted in accordance with the provisions of Article 15 paragraph 1 of these statutes) about the criteria that a member must meet in order to be eligible for membership of the association.
2. Upon submittal of a written request, the board decides on admission to regular membership. In the event of non-admission by the board, an appeal can be made to the Disciplinary Committee referred to in Article 14. No appeal is possible against the decision of this Commission.
3. An ordinary member who no longer meets the membership requirements referred to in paragraph 1 under b. or in the regulations drawn up on the basis of paragraph 1 shall notify the board of this decision. The board may admit that member as an extraordinary member of the association. The board may formulate additional criteria that the member must meet in order to be admitted to extraordinary membership.
4. The board is authorized to annually request ordinary members to confirm that they still meet the requirements for ordinary membership as stated in paragraph 1.
5. The board is authorized to award the title of honorary member to an ordinary or extraordinary member for extraordinary services to the association.

Article 5.

Membership ends:

- a. by death of the member;
- b. by notice by the member with due observance of a notice period of four weeks;
- c. by termination on behalf of the association when:
 - (i) an ordinary member no longer meets the membership requirements and the board has not admitted the member to the extraordinary membership. The termination is done by the board and can take place with immediate effect;
 - (ii) an ordinary member fails to provide the confirmation referred to in Article 4(4);
 - (iii) an ordinary member fails to pay the contribution due despite repeated reminders;
 - (iv) the association cannot reasonably be expected to allow membership to continue or another statutory ground for termination applies;
- d. as a result of disqualification as referred to in Article 14(5)(d).
When the membership ends in the course of a financial year, the contribution remains due for the entire financial year, unless the board decides otherwise.

Article 6.

Contributions and other income.

1. The income of the association consists of the contribution and other income.
2. The annual contribution payable by the members is determined by the general meeting on the proposal of the board.
3. In case of termination and resumption of membership within one calendar year, only one year's contribution is due for that year.

Article 7.

Association year.

The association year coincides with the calendar year.

Article 8.

Administration.

1. The board consists of at least five people. The general meeting determines the number of board members. A board member is always appointed for a period of three years and may be reappointed indefinitely. If a board member is not reappointed at the end of his term, but no other member is appointed by the general meeting, the board member in question is deemed to have been reappointed for a period of three years. The board is obliged to draw up a schedule of resignation.
2. The board members are appointed by the general meeting from among the ordinary members of the association. A chair is appointed by the general meeting from among the board members. For the rest, the board arranges its own division of tasks.
3. A board member can be suspended or dismissed at any time by the general meeting.

Article 9.

1. The board represents the association. The association is also represented by two board members acting jointly.
2. The board is authorised to perform all legal acts, including the legal acts as referred to in Article 44 paragraph 2 Book 2 of the Civil Code.
3. The board may appoint a director and charge them with the day-to-day affairs of the association. This is done on the basis of a continuous power of attorney, which may be subject to restrictions.
4. If a director has been appointed, they may be dismissed by the board with due observance of the relevant statutory provisions.
5. The director has an advisory role in the general meetings and the meetings of the board.
6. In the event of the absence or inability to act of one or more board members, the

remaining board member(s) is (are) responsible for the entire management.

In the event of the absence or inability to act of all board members or of the sole board member, the association shall be temporarily managed by the director, or, in the absence thereof, by a person who must always be appointed by the board.

For the purposes of these articles of association, inability to act is in any case understood to mean the circumstance that the board member is unreachable for a period of more than thirty days due to illness or other causes.

Article 10.

General Assemblies.

1. Within six months after the end of each association year, unless extended by the general meeting, a general meeting (annual meeting) is held. In this meeting, the board submits its board report on the state of affairs in the association and on the policy pursued and submits a balance sheet and a statement of income and expenses of the association with explanatory notes, hereinafter referred to as the annual accounts, to the general meeting for approval.
2. The board report and the annual accounts are examined by an accountant appointed for this purpose by the general meeting as referred to in Article 2:393, paragraph 1 of the Dutch Civil Code, who reports on his investigation to the board and presents the results of his investigation in a statement. The board shall attach this statement to the financial statements.
3. In the annual meeting, a proposal will be submitted to discharge the board for the governance conducted in the past association year.

Article 11.

1. General meetings are convened by the board. The meeting shall be convened by means of a written notification to be sent to all members, without prejudice to the provisions of Article 41 paragraph 3 Book 2 of the Civil Code.
2. In addition to the annual meeting referred to in Article 10, general meetings shall be held as often as the board deems desirable, and as often as a tenth of the ordinary members request this in writing, stating the subjects to be discussed, on the understanding that fifty ordinary members shall always have the authority to do so.

Article 12.

1. All members have access to the general meeting. Ordinary members each have one vote, which must be cast in person. Extraordinary members do not have the right to vote.
2. The chairman shall determine the method of voting, including the possibility of voting by acclamation.
3. All proposals shall be decided by an absolute majority of the votes cast, unless otherwise provided in the statutes. In the event of a tie, the proposal shall be deemed to have been rejected.
4. Contrary to the provisions of Article 2:38 paragraph 1 of the Dutch Civil Code, the board may determine that members do not have physical access to the general meeting, under the following conditions:
 - a. the general meeting can be followed electronically by members; and
 - b. At least seventy-two (72) hours prior to the meeting

members have been provided with the opportunity to ask questions in writing or electronically about the subjects mentioned in the convocation.

5. The questions referred to in paragraph 4(b) shall be answered at the latest during the meeting, whether or not thematically, and these answers shall be posted on the association's website or made accessible to members via an electronic means of communication.
6. The board will make every effort to ensure that further questions can be asked during the meeting by electronic means or otherwise. The chairman of the meeting may determine this in the interest of the order of the meeting.
7. The board may determine that the right to vote may only be exercised by means of an electronic means of communication.
8. The board may determine that votes cast by electronic means of communication prior to the general meeting shall be equated with votes cast at the time of the meeting.
9. The provisions of paragraphs 4 to 8 equally apply to board meetings of the association.
10. If the provisions of paragraphs 4 to 9 are not permissible on statutory grounds, these provisions shall lapse, but the other provisions in these statutes shall remain in full force and effect.

Article 13

Amendment of the articles of association and dissolution

1. Amendment of the articles of association and dissolution of the association can only take place after a resolution of the general meeting which was called for with the announcement that amendment of the articles of association and/or dissolution would be proposed. The term for convening such a meeting shall be at least fourteen days.
2. Those who have convened the general meeting to discuss a proposal to amend the articles of association must, at least five days before the day of the meeting, make a verbatim copy of the proposal in which the proposed amendment(s) is (are) included available for review by the members in a suitable place, whether or not electronically, until the end of the day on which the meeting is held.
3. Decisions as referred to in paragraph 1 may be taken only by a majority of at least two-thirds of the votes cast. Decisions to dissolve can only be taken by a general meeting at which at least two-thirds of the total number of ordinary members of the association are present.
4. In the absence of a quorum in the case of resolutions to dissolve, regardless of the number of members present at the meeting, dissolution may be decided at a subsequent meeting, at least fourteen but not later than thirty days after the first meeting to be held, by a majority of at least two-thirds of the votes cast.
5. In the general meeting, in which it is decided to dissolve the association, a decision is also taken about the allocation of any surplus of the association.

Article 14.

Rules of conduct and disciplinary proceedings.

1. Following a proposal of the board, the general meeting shall adopt by regulation:
 - a. rules of conduct to which the members are bound in their practice of law; and
 - b. rules concerning disciplinary proceedings with regard to compliance with the rules of conduct.

2. The disciplinary jurisdiction is assigned to a Disciplinary Committee. Decisions of the Disciplinary Committee will be subject to appeal in highest jurisdiction to an Appeals Board, unless otherwise provided in the articles of association or in the rules of conduct.
3. The Disciplinary Committee has five members. They are appointed by the board for a period of three years from among the members of the association and may repeatedly be reappointed. The board also determines which of the members of the Disciplinary Committee will act as chairman, deputy chairman and secretary. At the request of the Disciplinary Committee, the board may appoint a clerk to support the Disciplinary Committee in dealing with a complaint.
4. The Board of Appeal has five members. The chairman, the deputy chairman and one member are appointed by the President of the District Court of The Hague from among members of the judiciary who are not members of the association.
The other two members are appointed by the general meeting from among the members of the association. The members of the Board of Appeal will be appointed for a period of three years and may repeatedly be reappointed. The Board of Appeal chooses a secretary from among its members. At the request of the Board of Appeal, the board may appoint a clerk to support the Board of Appeal in handling a notice of appeal.
5. The following penalties and measures may be imposed on the basis of violation of the rules of conduct:
 - a. warning;
 - b. reprimand;
 - c. suspension as a member for a period of up to one year;
 - d. removal from membership.

The imposition of the above-mentioned penalties and measures is reserved to the Disciplinary Committee and the Board of Appeal, to the exclusion of other bodies of the association.

Article 15.

Rules, Committees and Sections.

1. The general meeting may lay down further rules by means of regulations, which are made on the proposal of the board of directors, or elaborate on rules from the articles of association. The board is authorized to propose several regulations to the general meeting.
2. The board is authorized to set up committees and sections from among the members and to determine their task and powers. The sections are active in specific (legal) areas under the responsibility of the board.

Article 16. Written

In these articles of association, written means by letter or e-mail, or by message that is transmitted by another common means of communication and can be received electronically or in writing, provided that the identity of the sender can be established with sufficient certainty;

November 1, 2021

This is an informal translation of the “Statuten van het Nederlands Genootschap van Bedrijfsjuristen”. In case of conflict between the original text in Dutch and this informal translation, the Dutch text will be binding.