



## AMENDMENT OF THE SOCIETY'S CONSTITUTION

28 November 2018

As a result of the resolution adopted by unanimous vote at the general meeting of the society held on Sunday 26 November 2017 in Utrecht, the minutes of which were handed to the civil-law notary in Ommen on 28 November 2017 for inclusion in the notarized deed of the *Statutenwijziging* (official Dutch version of the constitution), the amended constitution reads as follows with immediate effect:

### NAME AND REGISTERED OFFICE

#### Article 1.

1. The name of the society is: **SENSE the Society of English-language professionals in the Netherlands.**
2. The society has its registered office in the municipality of The Hague.

### PURPOSE

#### Article 2.

The purpose of the society is to promote the interests of those who are professionally involved with the English language and who work in or have close ties with the Netherlands.

### RULES

#### Article 3.

1. The general meeting may establish one or more rules.
2. A set of rules may lay down the provisions on such things as membership, introduction of new members, membership fees, duties of the Executive Committee (EC), working groups or committees and meetings.  
The rules must not be contrary to the law or to the constitution of the society and must not contain any provisions that are to be provided for in the constitution.

### MEMBERSHIP

#### Article 4.

Membership is open to those who are professionally involved with the English language. The decision to accept someone as a member or to terminate someone's membership is taken by the EC.

### GENERAL MEETING

#### Article 5.

1. The general meeting of members is granted all powers within the society that have not been assigned to the EC by law or by this constitution.



2. The general meeting of members is convened by the EC.  
A number of members, together authorized to cast at least one-tenth of the votes, may request the EC in writing to convene a general meeting within four weeks after such a request. If the request is not acceded to by the EC within fourteen days after receipt, those requesting the meeting may convene it themselves.  
The requirement for a written request as referred to in the previous paragraph is also met if the request is recorded electronically.
3. The notice convening the general meeting must be sent in writing to the addresses of the members as stated in the membership register.  
If a member agrees to this, the notice convening the meeting may also be in the form of a legible and reproducible notice sent electronically to the address given by the member for this purpose.
4. The notice period for convening the meeting is at least fourteen days, not including the day on which the notice is sent and the day of the meeting.
5. In addition to the place, date and time of the meeting, the notice convening the meeting must contain an agenda showing which topics shall be discussed.
6. All members may attend and address the general meeting.
7. Members may vote at the general meeting and, prior to the general meeting, submit proposals for the nomination of EC members, as well as motions and amendments to the constitution. Each member has the right to cast one vote, and any person who is present at the general meeting and participates in the voting may represent a maximum of two others under a power of attorney. The power of attorney to act as a representative must be in writing. Resolutions by the general meeting are adopted by a simple majority of the votes cast, except in the case of votes cast on amendments to the constitution and dissolution of the society, which are subject to Articles 7 and 8.
8. A general meeting is held annually within three months after the end of the financial year and at any other times as provided for in the rules.  
Subjects for discussion at the Annual General Meeting include:
  - a. The Executive Committee report on the preceding financial year;
  - b. The resolution on whether to approve the annual accounts for the preceding financial year;
  - c. The resolution to discharge the EC from liability for its management;
  - d. Appointment of the members of the audit committee for the new financial year;
  - e. Appointment of members to the EC if vacancies exist; and
  - f. Resolutions by the EC or members, as announced in the notice convening the meeting.



## EXECUTIVE COMMITTEE

### Article 6.

1. The society is managed by an Executive Committee (EC) that consists of at least three (3) natural persons. The EC manages the society in accordance with the constitution and the rules as well as recommendations made by the general meeting.  
The general meeting determines the number of EC members.
2. The EC consists of a Chair, Treasurer, Secretary and any other members as provided for in the rules. The EC itself designates the positions.
3. The Chair, Treasurer and Secretary are jointly responsible for managing the society on a day-to-day basis.
4. The general meeting appoints the EC members.  
The EC members will take up their positions when the general meeting at which they were elected closes. All EC members serve for a term of three years and may be re-elected once only.
5. If the position of Chair becomes vacant between two general meetings, the chairmanship is taken over by another EC member to be nominated by the EC.
6. An EC membership terminates:
  - Upon resignation of the EC member;
  - Upon expiry of the period for which the EC member is appointed;
  - Upon the death of the EC member;
  - If a guardianship order is issued in respect of the EC member or an administration order pertaining to his/her entire assets;
  - If the EC member ceases to be a member of the society;
  - If the EC member is dismissed under a resolution adopted by a majority of at least two-thirds of the votes cast at a general meeting;
  - If the EC member is declared bankrupt, if the statutory debt restructuring scheme for natural persons is declared applicable to him/her or if he/she is granted suspension of payments;All of this in compliance with the provisions set out below.
7. An EC member may be suspended by the general meeting at any time.  
This suspension is effected by means of a resolution adopted by a majority of at least two-thirds of the votes cast.  
The suspension must not exceed three months and may be extended by the general meeting once by the same period. If no dismissal occurs during the suspension, then suspension ends upon expiry of the stated period. The EC member must be given the opportunity to account for his/her conduct at the relevant general meeting and may be assisted by legal counsel.



## AMENDMENT TO THE CONSTITUTION

### Article 7.

1. The constitution of the society can be amended only by a resolution of the general meeting which is convened by means of a notice stating that an amendment of the constitution will be proposed. This general meeting must be attended by at least one-tenth of the members, with a minimum of thirty members.
2. Amendments may be proposed by the EC or by at least five members.  
A resolution to amend the constitution may be adopted only by a majority of two-thirds of the votes cast. If no quorum is present at the general meeting, the EC can convene a new meeting within a period of six weeks. Amendments to the constitution may then be decided by a simple majority of members present.  
Voting by proxy is not allowed at a vote to amend the constitution. Amendments proposed by at least five members, must be received by the Secretary two months before a general meeting. All proposed amendments must be submitted to all members no later than thirty days before the date of the general meeting.
3. Amendments to the constitution will take effect after inclusion in a notarial deed. It is up to the EC to arrange for this notarial ratification.

## DISSOLUTION

### Article 8.

The general meeting is authorized to dissolve the society only by means of a vote, by letter or by electronic communication, to be held among all members and requiring a majority of two-thirds of the votes cast.

In the event of dissolution, the EC distributes the assets and accrued income of the society among one or more organizations with similar objectives to those of this society.

## FINANCE

### Article 9.

1. The financial year of the society is the same as the calendar year.
2. Members pay an annual membership fee, the amount of which is determined by the general meeting as recommended by the Treasurer.
3. The funds of the society are managed by the Treasurer, who makes the books available to the audit committee annually for audit purposes. An audit committee, consisting of two persons and a reserve, is elected by the general meeting for three years. Members of this committee resign by rotation.  
The members of the audit committee must not simultaneously be members of the EC.



REPRESENTATION

Article 10.

The EC or the individual members who are jointly responsible for managing the society on a day-to-day basis represent the society.

**ATTACHMENTS**

The following documents are attached to this deed:

- Minutes of the general meeting.

This translation is provided for your convenience. In the event of any discrepancy between the Dutch original and English translation, the provisions of the Dutch original prevail.