

NOTE: This document serves exclusively as an informal translation to help non-Dutch speaking readers understand our Dutch statutes. This document is not legally binding in any way, shape or form, nor do we claim it is. If a discrepancy occurs between this document and the official Dutch statutes, the latter always take precedence.

Some non-essential information has been removed in this document. Any such instances will be shown by a phrase between <brackets> showing what has been removed.

Please inform the board if you find any errors in this document.

CREATION OF ASSOCIATION

<Personal information of the founders of ESRG Knights of the Kitchen Table at 25-11-2002>

NAME, LOCATION AND GOAL

Article 1.

1. The association is named: Eindhovens Studenten Rollenspel Genootschap Knights of the Kitchen Table.

The association bears the shortened name ESRG Knights of the Kitchen Table.

2. It is located in the municipality of Eindhoven.

Article 2.

1. The goal of the association is: improving the playing of roleplaying games.

2. The association seeks to reach this goal, amongst others, by providing the members with means for the purpose of playing said roleplaying games.

CAPITAL

Article 3.

1. The capital of the association can be formed through:

- a. membership dues;
- b. subsidies and donations;
- c. revenue from events organized by the association;
- d. other incomes and revenues.

MEMBERSHIP

Article 4.

1. Apart from the founders, members are natural persons that either have been allowed membership by the founders at the creation of the association, or have been allowed membership by the board after the creation of the association.

Only those enrolled at a higher educational institution are allowed to become a member. The board is permitted to partially or completely annul this requirement in exceptional cases.

2. In case the board rejects a membership request, they need to send this decision, in writing and including motivation, to the person that submitted said request. In this document it needs to be stated that the person it concerns can appeal this decision within one month at a general members meeting by submitting an appeal to the association's secretary. The board will inform the general members meeting at her next meeting about the admission or lack thereof, and about an eventual appeal. If the concerned person has submitted an appeal, the general members meeting can decide to still grant this person membership.

3. Membership of the association is personal.

4. If suggested by the board, the general members meeting can appoint a person as honorary member due to their special services to the association.

The general members meeting is allowed at all times to revoke the honorary membership of a person. Furthermore, honorary membership ends when a honorary member is released from their position or passes away.

5. Unless explicitly stated otherwise, the term 'members' does not apply to honorary members in these statutes.

CONTRIBUTION AND OTHER OBLIGATIONS

Article 5.

1. Members are obliged to uphold the statutes and rules of the association, and likewise the decisions of ruling bodies of the association. Furthermore, they are not to harm the interests of the association.

2. Members are obliged to pay a yearly contribution, as determined by the general members meeting.

3. In case the membership ends when a book year is still ongoing, contribution for the entire year is still due.

REGISTER OF MEMBERS

Article 6.

1. The board keeps a register containing the names and addresses of all members. In case membership of the association is terminated, regardless of the reason of termination, the concerned member can request the board in writing to remove all registration of their membership.

The register is freely available to see for members, unless severe reasons occur not to, as to be determined by the board.

2. Each member is obliged to inform the board about eventual changes to their registered information.

3. All summons and notifications can be sent to the members' addresses as recorded in the register.

4. If the association has a periodically sent paper or other method of spreading announcements, summons and notifications intended for members can be included in it.

5. The statements in this article also apply to honorary members.

SUSPENSION

Article 7.

1. The board is authorised to suspend a member as a disciplinary measure, when this member hurts the interests of the association or one or more other members in an unreasonable fashion.

2. A suspension can be imposed for a duration of at most three months, and can be extended once by another three months.

3. The board informs the member in writing of the suspension or extension of suspension, including the reasons that led to it.

4. The suspended member can turn to the general members meeting to appeal the suspension or extension of suspension within a month of receiving it. The appeal is to be submitted to the secretary of the association.

5. The secretary gathers the general members meeting after receiving an appeal, which is to take place within one month after receiving the appeal.

6. The general members meeting does not take a decision regarding the appeal, until after the submitting member has been given an opportunity to be heard by them. The general members meeting is permitted at all times to end a suspension immediately.

7. If by the end of the term of suspension no message has been sent to the suspended member regarding termination of the suspension or termination of membership, and by the end of the term of suspension no decision regarding the aforementioned is made, the suspension ends due to the ending of the term.

8. During the suspension, the suspended member cannot participate in any activities of the association, nor is he able to practice any of his rights as a member, excluding those laid out in this article.

END OF MEMBERSHIP

Article 8.

1. The membership can end due to:
 - a. the passing away of the member;
 - b. the termination of the membership by the member;
 - c. the termination of the membership by the association;
 - d. expulsion.
2. The termination of a membership by the association can take place when:
 - a. the member no longer meets the requirements of membership, insofar these are defined by the statutes;
 - b. the member does not meet his obligations to the association;
 - c. the association cannot reasonably be required to prolong the member's membership.

The termination of a membership is performed by the board.

3. Except for the terms laid out in paragraphs 4 and 5 of this article, termination of membership, both by the member and by the association, can only come to pass at the end of the book year, taking a term of termination of membership of four weeks into account.

A request for termination of membership that does not meet the requirements explained in the previous sentence, causes the membership to end at the earliest permitted date after the date of receiving the request.

4. If the termination of the membership, be it by the association or by the member, is done because the association cannot reasonably be required to prolong the member's membership, membership can be terminated immediately.

5. A member can terminate his membership immediately:

- a. within a month of hearing a decision where his rights have been limited or his obligations have been increased. This decision then does not apply to him.
- b. within a month of hearing a decision to fuse the association or to change the association to another legal form.

6. Expulsion can only be performed when a member acts in conflict with the statutes, rules and decisions of the association, or when he unreasonably damages the association. The expulsion is performed by the board.

7. After the board has decided on expulsion of a member, that member is informed as quickly as possible, explicitly stating the reason of expulsion.

8. The suspended member can turn to the general members meeting to appeal the expulsion within a month of receiving it. The appeal is to be submitted to the secretary of the association.

9. The general members meeting takes a decision on the appeal during their next meeting.

10. During the term of appeal, the member is suspended. The exception to this is that the member is allowed to attend the general members meeting to defend himself, and is allowed to further discuss the appeal.

DONATORS

Article 9.

1. Donators can be tied to the association.
2. Donators are natural persons or corporations, allowed by the board. Donators can be divided into special and/or different categories.
3. Signing up as a donator takes place in writing, including a statement what the intended contribution is.
4. Het bestuur houdt een register bij waarin van iedere donateur diens naam, adres en het bedrag van de met hem overeengekomen jaarlijkse bijdrage wordt opgenomen.
5. Donators have no other rights or obligations than those imposed by these statutes and eventual house rules.
6. The rights and obligations of the donator can be terminated at all times by either the donator or the association, on the condition that when the donator terminates the agreement, he is still due the yearly contribution of the ongoing book year.

Termination by the association is performed by the board.

BOARD

Article 10.

1. The board consists of at least two members. Taking this into account, the general members meeting determines the amount of members.
2. The board decided by whom the positions of chairman, secretary and treasurer will be filled. This decision requires approval of the general members meeting. The functions in the board can if necessary be filled by one person, excluding the function of both chairman and treasurer.

Other tasks and positions are decided by the board members.

3. When one or more vacancies have appeared in the board, the remaining members still form or the remaining member still forms a legal board.

The board ensures that, as quickly as possible after the appearance of the vacancy, the general members meeting is gathered to appoint a new board member.

4. The board is authorized to, under their responsibility, let commissions perform certain parts of her tasks. Members of commissions are appointed to and relieved from them by the board.

The board decides on the task of the commission, and can change this. It is also authorized to disband a commission.

Of the creation, formation and tasks of a commission, of changes in those, likewise of the disbanding of a commission, the board informs the general members meeting.

APPOINTMENT, STEPPING DOWN, SUSPENSION AND RESIGNATION OF BOARD MEMBERS

Article 11.

1. Members of the board, excluding those appointed during the founding of the association, are chosen by the general members meeting.
2. Only natural persons of age can be elected board member. Members of the association can be appointed board member, but so can people from outside the association.
3. Up to two days before the date of the general members meeting where the appointment will be discussed, candidates for a board function can be selected by the board or at least ten percent of the members with voting rights. Such a selection is submitted to the secretary.
4. A board member is appointed for a period of one year. However, excluding what is laid out in paragraph 7 of this article and reappointments, the board membership of the

involved member factually ends the moment a new board member is appointed to the member's position.

5. Board members that are stepping down are immediately eligible for re-election.

6. A board member can end his board membership through a termination in writing, aimed at the board of the association.

The membership then ends at the time mentioned in the termination, although no earlier than the moment news of the termination has reached the association.

Furthermore, board membership ends:

a. when the board members passes away;

b. when the board member is declared bankrupt, has received suspension of payment, the "regeling schuldsanering natuurlijke personen" (literally: debt repayment scheme for natural persons) applies to the board member, or has lost the right of free management of their own finances in another judicial way;

c. through resignation imposed by the general members meeting, which this body is always permitted to do. The board member is informed in writing of the decision.

7. The general members meeting can suspend a board member at all times. A suspension, not followed within three months with a forced resignation, ends through the end of the term.

8. Suspension or forced resignation of a person as board member does not influence on itself their rights and obligations as a member.

9. The members of the board do not receive compensation for their activities. They are eligible for compensation of reasonable costs made while performing their function.

BOARD MEETINGS

Article 12.

1. If not at least a majority of the board members in function is present or represented in the meeting, no decisions can be made. In the house rules and suggestions can be made for, amongst others, the way in which board members are summoned to board meetings.

2. If at a meeting the required amount of members as defined in the previous paragraph is not present or represented, then at a second meeting within four weeks of the first meeting, taking into account a term of summons as defined above, decisions on topics on the agenda of the first meeting can still be made regardless of the amount of board members present, on the condition that explicit mention is made that a decision was made in this fashion due to the absence of sufficient board members at the first meeting.

3. All decisions are made using a normal majority of cast votes.

Each board member has the right to cast one vote.

REPRESENTATION

Article 13.

1. The board represents the association, as long as the law does not state otherwise.

2. The right to representing the association, above others, is given to the chairman, secretary, treasurer and other board members, on the condition that at least two of them, of which at least one is the chairman, secretary or treasurer, act on behalf of the association.

3. On behalf of the association, no agreements can be made with regards to the purchase or acquirement of registered property, nor agreements where the association acts as guarantee or co-debtor, represents a third party, or covers the debt of a third party.

Article 14.

1. To the general members meeting in the association is given all privileges, which aren't given to the board or other bodies by law or by the statutes.

2. Yearly, at least one general members meeting is held. This meeting is called “de jaarvergadering” (literally: the year-meeting). Article 16 of these statutes elaborates on this.

3. A general members meeting is held as often as the board considers desirable.

4. Furthermore, if at least one-tenth of the members eligible to vote submit a written request to do so, the board is to hold a general members meeting within four weeks of receiving the request.

If this request has not been met within fourteen days, the requesting members can themselves summon the general members meeting as described in the next paragraph. The requesting members can then task others than board members with the task of leading the meeting and taking minutes.

5. A general members meeting, excepting the special case as laid out in the second sentence of the last paragraph, is summoned by the board.

The term of summons is at least fourteen days, not counting the day of summoning and the day of the meeting. In house rules, further rules regarding the way in which the summons take place and the way in which documents regarding topics to be discussed are distributed can be noted.

Regardless of that which is contained in Article 6 paragraph 4, the summoning of a general members meeting takes place through a written notification sent to all members under simultaneous mention of the agenda; the notification is sent to the addresses of members as recorded in the membership register.

6. If a topic is not mentioned on the agenda, decisions on it can only be cast if all members are present at the association and they unanimously agree to discuss the topic.

ACCESS AND DECISION-FORMING GENERAL MEMBERS MEETING

Article 15.

1. Each member has the right to attend the general members meeting, speak there, and cast their vote, unless they are suspended as a member at the time of the meeting.

Honorary members likewise have the right to attend and speak at the general members meeting.

2. In special cases, the meeting can allow access to the meeting to one or more people other than those meant in the previous paragraph, and likewise allow them the right to speak. This can be either in general, or on a specific topic.

3. Each member with the right to vote can cast one vote.

4. A member can authorize another member in writing to let this member represent them, and let this member cast their vote.

Each member may, apart from their own vote, cast at most two votes through authorization.

5. Unless determined otherwise in these statutes, a decision is taken by majority of the valid cast votes.

6. Votes will be considered invalid if they, by judgement of the chairman, are:

- a. blank;
- b. signed;
- c. illegible;
- d. not clearly pointing to one person;
- e. contain the name of a person not eligible as a candidate;
- f. contain more than a name for an eligible position;
- g. contain more than a clear indication of an intended person;
- h. are unclear in any other way.

7. On request of the chairman, a decision can be accepted by acclamation, unless a member requests a substantial vote.

8. About people voting is done in writing; about affairs voting is done verbally, unless a member requests to vote in writing.

9. When voting about the election of people, if there are multiple vacancies, votes are cast on each vacancy individually.

If votes are tied between two candidates, voting is done again on only these candidates. If votes are still tied then, chance decides.

Even if there is only one candidate, votes are still cast. If votes are tied in this election, the proposal is considered to be rejected.

10. If there is an election on people, other than an appointment to function, the proposal is considered to be rejected in case of tied votes.

Likewise, if the proposal concerns affairs, the proposal is considered to be rejected in case of a tie.

11. The verdict spoken by the chairman at the meeting regarding the results of the vote is decisive. The same goes for the contents of a taken decision, if votes were cast on a proposition which wasn't recorded in writing.

However, if immediately after giving the verdict its validity is doubted, a new vote must take place if the majority of the meeting requests so. If the voting was not done substantially, a new vote must take place if a member allowed to vote requests so.

This new vote renders the results of the original vote invalid.

12. A unanimous vote of all members, even when not gathered at the meeting, has the same power as a decision made at a general members meeting, if made with the prior knowledge of the board.

CHAIRING AND MINUTE-TAKING OF THE GENERAL MEMBERS MEETING

Article 16.

1. A general members meeting is chaired by the chairman of the board. If the chairman is absent, another member of the board appointed by the board chairs the meeting. If no chairman is found in this fashion, the general members meeting chooses a chairman.

2. Paragraph 1 notwithstanding, the general members meeting is always allowed to appoint a chairman themselves.

3. Minutes are taken on the topics discussed in the meeting by the secretary, or by someone appointed by the chairman if the chairman and the secretary are the same person. The minutes are, after signing by the chairman and the minute taker, sent to the members and discussed during the next general members meeting. Here they are finalized, either unchanged or changed by decision of that meeting.

BOOK YEAR, ANNUAL REPORT AND ANNUAL MEETING

Article 17.

1. The board is obliged to ensure that, regarding the financial situation of the association, there is always due administration and documentation and her rights and obligations are always knowable.

2. The book year of the association starts on the first of September each year and ends at the thirty-first of August the year after.

3. Within six months after the end of the book year, the annual meeting is held. At this meeting the board presents their annual report, and accounts for the policy implemented over the last year.

The annual report consists of at least a balance and an overview of incomes and expenses, and is signed by all board members.

If the signature of one of them is missing, a notation is made on the annual pieces including the reason thereof.

Furthermore, the board presents a budget of the incomes and expenses of the coming book year.

4. In case of special circumstances, the general members meeting can decide to extend the term laid out in the previous paragraph. In this case, the annual report is discussed at a special general members meeting, held within this extended term.

5. If the board does not supply the annual report as intended in paragraph 2 within the term laid out in paragraph 3, or if the term was extended by means of paragraph 4, within the extended term as determined by the general members meeting, each member of the board can legally demand them to meet these obligations.

6. The general members meeting appoints a control committee, meant to control the annual pieces of the board, on a yearly basis. The members of the control committee are not necessarily members of the association.

The committee consists of at least two members. These members may not be part of the board.

7. The general members meeting can revoke the tasks of the control committee at all times, as long as a new committee is simultaneously appointed.

8. The control committee reports her findings to the general members meeting.

9. The board is obliged to provide the committee the necessary information to perform their investigation. Furthermore, they are obliged to show them the finances, properties and administration of the association if the committee demands.

10. The general members meeting decides about the approval of the annual report and the annual finances. They can apply changes in either before approving them.

By approving the annual report and annual finances, the general members meeting discharges the board of all actions performed in the corresponding book year documented in the annual pieces.

CHANGING THE STATUTES.

Article 18.

1. The statutes can only be changes by a decision of the general members meeting, summoned with the announcement that a vote would be cast on the changing of the statutes.

2. Those summoning the general members meeting must provide a proposed change of the statutes, in which the literal changes are shown, at least fourteen days in advance. A physical copy needs to be accessible to all members at an appropriate place until the end of the day at which the general members meeting takes place. Furthermore, members must be given a physical copy of the proposed changes on request.

3. A change of the statutes can only be made with a two-thirds majority of the cast valid votes, at a meeting where a two-thirds majority of the association is present or represented.

4. If at the meeting no two-thirds majority of the members is present or represented, the decision can be made at a second meeting held within four weeks of the original meeting, as long as the proposed changes are identical to those presented in the first meeting, and the vote is won by a two-thirds majority of the cast valid votes

In the summons for the second general members meeting, it must be explicitly mentioned that this decision can be made due to the lack of sufficient present members at the original meeting.

5. A change in statutes only becomes valid when a notarial deed is made. The board informs the members of the time at which the change takes effect.

6. The board members are obliged to provide authentic documentation of the change and the changed statutes to the commercial register where the association is registered.

DISBANDING.

Article 19.

1. The general members meeting is authorized to disband the association.
The decision to disband the association can only be made with at least a two-thirds majority of the cast votes in a meeting where at least three-quarters of the association is present or represented.
2. That which was laid out in paragraphs 2 and 4 of article 18 likewise applies here.
3. When the decision is made, the moment at which the association is disbanded is explicitly determined.
4. The general members meeting decides what happens with eventual surplus finances after settlement.
5. If, at the time of disbanding, no benefits remain, the association ceases to exist.
6. Apart from the case laid out in the previous paragraph, the association continues to exist after her disbanding insofar as is necessary to settle her finances. The association ceases to exist the moment the settlement ends.
7. As long as the association exists after disbanding, in pieces and announcements sent from the association “in liquidation” needs to be added to her name.
8. If the association is disbanded following a decision from the general members meeting, the board members act as settlers unless the general members meeting has decided otherwise in her decision.
9. The board, or in case of settlement the settlers, ensure that the disbandment and termination of the association are recorded in the commercial register.
10. To the settlers the same legal and statutory rules regarding the appointment, suspension, stepping down, and control apply as to board members.
11. A settler has the same authorizations and obligations as a board member, insofar as these are compatible with their task as settler.
12. If to the settlers it appears the debts of the association surpass the benefits, they are obliged to file bankruptcy of the association, unless all creditors agree with continuing the association outside of bankruptcy.
13. Finances remaining after quittance of all creditors are transferred by the settlers, after taking into account that laid out in book 2 of the Burgerlijk Wetboek regarding the drafting and publishing of a bill, justification and payment plan, to those that are entitled to it as decided by the general members meeting. If the general members meeting has not decided a destination for surplus finances, the settlers decide what the finances will be used for. This destination needs to match the goal of the association as much as possible.
14. After settlement, the administration of the association of the disbanded association is kept by the person appointed to by the general members meeting.

REGULATIONS

Article 20.

1. If in certain circumstances further rules need to be laid out beyond the statutes, the general members meeting is authorized to set further regulations.
Beyond this, the general members meeting is always authorized to set regulations regarding the internal affairs, such as regulations determining and defining the supported roleplaying games.
2. Regulations are set and changed by decision of the general members meeting. Such decisions must be made with the same formalities as apply to a change in the statutes.
3. Regulations cannot conflict with the law or the statutes.

CLOSING DECLARATIONS

<The founding board of the Knights is made official, with a book year up until 31-08-2003>

CONCLUSION

<Agreement that the document is legally binding> (*note again: this English version isn't*)

<Signatures of the founding board>