Articles of Association

BlueTake · based in Delft · unofficial English translation

This is an unofficial English translation for information purposes only. In case of any difference, the Dutch version is legally binding.

The undersigned, hereinafter referred to as the founders, hereby declare that on 18 November 2026 in Delft they establish an association and adopt the following articles of association.

Article 1 – Name and registered office

1. The name of the association is: **BlueTake**.
2. The association has its registered office in the municipality of Delft.
3. The association was founded on 18 November 2026 and has been established for an indefinite period.

Article 2 – Purpose

1. The purpose of the association is to give students in Delft the opportunity to make films, and in doing so to connect filmmaking with the technical knowledge of Delft University of Technology.
2. The association is not-for-profit. Any proceeds are used entirely for the purpose of the association.

Article 3 – Means

The association seeks to achieve its purpose by, among other things:

1. producing films, such as documentaries, short films and feature films;
2. organising activities and gatherings for members;
3. developing and applying new techniques for making films;
4. collaborating with other organisations, within and outside TU Delft;
5. acquiring resources, such as any membership fees, grants, sponsorship, donations and proceeds from activities;
6. all other lawful means that may further its purpose.

Article 4 – Members

1. The association has regular members and alumni members.
2. Regular members are natural persons who are enrolled as students at an institution of higher education and have been admitted as members.
3. Alumni members are former members who are no longer students and have been admitted as alumni members. The internal regulations may limit the duration of alumni membership.
4. Only regular members have voting rights in the general members' meeting and can be appointed to the board.
5. The board keeps a register of the names and contact details of all members.

Article 5 – Admission

1. The board decides on the admission of members.
2. If a person is not admitted, the general members' meeting may still decide to admit them.

Article 6 – End of membership

1. Membership ends by:
   a. death of the member;
   b. termination by the member;
   c. termination by the association, if the member no longer meets the requirements for membership or does not fulfil their obligations;
   d. expulsion, if the member acts contrary to the articles, regulations or decisions of the association, or unreasonably harms the association.
2. Termination by the member is done in writing or electronically to the board.
3. Termination by the association and expulsion are decided by the board. The member may appeal to the general members' meeting within one month.
4. When membership ends, any membership fee for the current association year remains due, unless the board decides otherwise.

Article 7 – Membership fee

1. The general members' meeting may decide that members pay an annual membership fee, and in that case sets the amount.
2. The general members' meeting may set different amounts for regular members and alumni members.
3. In special cases, the board may grant a full or partial exemption.

Article 8 – Board

1. The board consists of at least three persons. The general members' meeting determines the number.
2. Board members are appointed by the general members' meeting from among the regular members. The majority of the board members are students at TU Delft.
3. The board divides the positions among its members. The board has at least a chair, a secretary and a treasurer. A position may be held by more than one person, and one person may hold more than one position, except for the positions of chair and treasurer.
4. A board member is appointed for one year and may be reappointed.
5. Board membership ends when membership of the association ends, upon resignation, or upon dismissal by the general members' meeting.
6. In the event of an interim vacancy, the board may temporarily appoint a member until the next general members' meeting.
7. The first board consists of the founders who sign these articles. They divide the positions among themselves, as provided in paragraph 3.

Article 9 – Board decision-making

1. The board decides by a simple majority of the votes cast. Each board member has one vote.
2. In the event of a tie, the chair decides.
3. The board can only make decisions if at least half of the board members are present.
4. Decisions may also be made outside a meeting, in writing or electronically (such as by email or a messaging service), provided all board members have had the opportunity to cast their vote.

Article 10 – Representation

1. The association is represented by the board, or by at least two board members acting jointly.
2. Prior approval of the general members' meeting is required for entering into obligations above an amount set by the general members' meeting.
3. The board does not take out loans and does not rent or let premises for longer than one year without approval of the general members' meeting.
4. Until 1 September 2028, the board is authorised to establish a foundation (stichting) to support the purpose of the association, including for managing film rights, resources and contracts, without prior approval of the general members' meeting. The board informs the general members' meeting of this. After this date, approval of the general members' meeting is required to establish a foundation. Paragraph 2 continues to apply to the costs of its establishment.

Article 11 – General members' meeting

1. The general members' meeting (GMM) holds all powers not assigned to the board.
2. The board convenes a GMM at least once a year, within six months after the end of the association year.
3. The board invites the members at least seven days in advance, in writing or electronically, stating the agenda.
4. At the request of at least one tenth of the members entitled to vote, the board convenes a GMM within four weeks.
5. Each regular member has one vote. A member may authorise another member in writing to vote on their behalf. A member may vote on behalf of no more than one other member.
6. Decisions are made by a simple majority of the votes cast, unless these articles provide otherwise. In the event of a tie, the proposal is rejected.
7. The chair of the board leads the meeting. The secretary keeps the minutes.

Article 12 – Association year and finances

1. The association year coincides with the academic year and runs from 1 September up to and including 31 August. The first association year runs from the foundation up to and including 31 August 2027.
2. The board keeps records of the finances of the association.
3. At the annual GMM, the board accounts for its management with a financial annual report: a balance sheet and a statement of income and expenditure.
4. Each year, the GMM appoints an audit committee of at least two members who are not part of the board. The audit committee reviews the financial annual report and reports its findings to the GMM.

5. Approval of the annual report by the GMM discharges the board from liability for its management, insofar as this is apparent from the report.

Article 13 – Internal regulations

1. The GMM may adopt and amend internal regulations. These further set out, among other things, the board positions, alumni membership and the way the association works.
2. The internal regulations may not conflict with these articles or with the law.

Article 14 – Amendment of the articles

1. These articles can only be amended by a decision of the GMM, with at least two thirds of the votes cast.
2. Notwithstanding paragraph 1, the purpose of the association as described in Article 2 can only be amended with at least three quarters of the votes cast.
3. The text of the proposal is sent to all members at least seven days before the meeting.
4. The board registers any amendment of the articles with the Chamber of Commerce (KvK).

Article 15 – Dissolution

1. The association can be dissolved by a decision of the GMM, with at least two thirds of the votes cast.
2. The board handles the liquidation, unless the GMM decides otherwise.
3. Any surplus after liquidation is spent on a purpose that corresponds as closely as possible to the purpose of the association. The GMM decides on how it is spent.

Article 16 – Final provision

In cases not provided for by these articles or the internal regulations, the board decides.

Signatures

Thus adopted and signed in Delft on 18 November 2026 by the founders, who also form the first board.

Name	Signature