

Questions and comments  
**General Members Meeting**  
**January 27, 2022**

Questions whose answers can be found one-to-one in the documents are not (also) included in this questionnaire. Questions that have been asked several times have been summarized and answered once.

1. Through the grapevine I hear that Marc Polders is no longer a youth coordinator, is this correct? I am shocked that he has been side-lined after years of loyal service.

As an employer, we are not allowed to answer or elaborate on the employment relationship between employer and employee. That is why we unfortunately cannot comment on circumstances that arise within this relationship and in that sense we cannot answer your question substantively. It is also not permitted for employees to involve members in the employment relationship between employee and employer. In a general sense it can be said that there are always more aspects to all kinds of club matters than may be made public in first instance or become public in circulating stories.

We can assure you that as soon as there is something to communicate to the members about the youth coordinator ship, we will do so.

2. There are currently more - sometimes drastic - changes being made that may be necessary but which for me as a member come without the necessary context and communication and that is not pleasant. I am referring here, among other things, to the winter lessons. Previously, you paid for 18 lessons, with the court being available to use for free play during the lesson-free holidays. In its place there are now 16 lessons that are offered in an extremely restless rhythm (two weeks of lessons and then two weeks off). In addition, another group is on the court during the timetable-free moments.

The changes regarding the winter lessons have to do with the enormously high indoor court rent together with the salary costs of the trainers that are not in proportion to the requested lesson fee. Increasing the lesson fee to an amount that makes it non-loss-making would, in our view, make the lessons too expensive and therefore not an option. We have looked for other, more acceptable solutions. The reason that we have not yet communicated all this in detail is because we had not yet fully mapped out the cause. That took a while. We will provide more extensive insight into this in the upcoming GMM.

3. I note that the communication from the board is not always transparent to the members of the club. In addition, I hope that DDV will remain a club in which the sporty, fun element and the human touch predominate. In other words, a club that pays attention to the people who play tennis there and also to those who work there. In my opinion, it still remains unsettled that the atmosphere at the club is not good. And I don't think the trainers are to blame for that. They do their job excellently and with as much pleasure as possible. I realize that running a club through this capricious Corona time is no easy thing. All the more reason to communicate openly and transparently and to stay in touch.

As a board, we manage the club as volunteers to the best of our knowledge and with the continuity of the tennis club DDV as motivation. Unfortunately, the nature of the management of a club means that decisions taken are never supported or can satisfy and keep satisfied one hundred percent of all those involved in the club. We agree that

transparent communication is of great importance. The board will of course account for the board in the annual meeting, which will take place on January 27 this year, and in the interim in the blog on the website (behind the login). We would like to point out the explanation that can be found there "Bestuursblog" [\[LINK\]](#).

4. Recently I received the invitation for the planned online GMM and the proposed voting procedure.

I have to say that I have difficulty and objections to the voting procedure whereby Members can vote before the meeting. Apart from the question of whether this is correct in the Articles of Association, I do not think it fits with the usual way of hearing both sides of the argument. An association requires an open dialogue, in which members also have the opportunity at the annual meeting to ask questions, but certainly also, if necessary, to place critical notes on the policy pursued by the board.

The members present, who may not have any questions themselves, for example because they have less knowledge of the state of affairs, benefit from the input of others and can then express their opinion based on the presentation by the board and the opinions of others in the meeting to form their own opinion. Even members who are unable to attend the meeting themselves can rely on this process in the knowledge that others will be there to represent them.

By allowing members to vote before the meeting, and even more so by closing the procedure for a certain voting method before the meeting, the power of the above is null and void. Of course, you can say that members always have the option of waiting to vote until the meeting, but it seems clear to me that this procedure encourages a certain laziness and is ultimately in favor of the vote desired by the board.

I am aware that last year, when quite controversial proposals were on the agenda, members were called and texted to get them to vote for one or the other before the meeting.

In my view, this is a situation that we as an association should leave as a one-off.

In the light of good governance, I would therefore like to ask you to change the voting procedure so that only people who attend the meeting can vote or at least that voting can only take place during the meeting.

If we understand your letter correctly, you object to the voting at the General Members' Meeting if voting is already open prior to the General Members' Meeting. You suggest that doing so would violate the adversarial principle.

We agree with you that a meeting would be more ideal in a physical sense. But we are all dealing with the corona restrictions. It is also important to have an annual meeting in today's time. The board follows the guideline and step-by-step plan of NOC NSF [\[LINK\]](#). This step-by-step plan indicates that - in order to prevent votes from having to be counted at the digital members' meeting - it is practical and effective for the board to allow voting to take place prior to the members' meeting. Now that voting is open after the questions submitted by members have been answered, the principle of the right to be heard is also applicable.

The board also finds it important that, although only a very small number of members are willing/able to attend the members' meeting (entirely/digitally), all members are nevertheless given the opportunity to express their opinion by voting. By making that possible (voting prior to the members' meeting), a much larger number of members can be reached and cast their vote. This also meets the democratic principle and support that a club must (also) rely on.

5. I do not see a profit and loss account included with the documents.

With regard to your question regarding the profit and loss account. Good point, it's already on the website, but it was placed under the wrong heading by mistake. Apologies for this. The budget includes 2022-2021-2020, so this document is also the profit and loss account. We will adjust this on the website.

6. There are no submissions from members yet. When will they be published? I can hardly imagine that there are no questions.

With regard to your question about incoming documents/questions. Yes, there are. These will be put online, including the answers, this weekend (Jan 22/23).

7. I have a question regarding attorney fees. Since 2020, I have seen high costs for lawyers in the budget. In 2020 that was 42,354,00 Euro. In 2021 it was 33,635.00 Euro, while in the budget you assumed it would be 4.000,00 Euro. That is unexpectedly almost 10 times as much. A high amount has once again been reserved for lawyers' fees for next year. What has been achieved in the meantime? Why is such a large amount needed? I don't think it's necessary for a tennis club to incur so many attorneys' fees. You can do a lot of great things for the club with this money.

With regard to your question regarding the legal costs. This is true. As for the costs incurred in 2020, as already explained last year, about €13,000 was spent to receive the corona compensation of €96,000. The 2021 budget has been budgeted at €4,000 because we had planned to be able to resolve the issues amicably. Unfortunately, this turned out differently which is a disappointment – also for us, given the hard work that went into it. An amicable way requires commitment and dedication from all sides and unfortunately that did not turn out to be what we had hoped for. However, these issues are crucial in many ways for the continued existence of DDV as a club at IJsbaanpad. The costs mainly relate to legal assistance for the two binding advice proceedings that are currently underway, one regarding the company ITA BV for the nomination of candidate supervisory directors by DDV and one regarding the amount of court rent. If no agreement is reached in consultation it is laid down in the shareholders' agreement and the lease, respectively to follow these procedures. We share your view that it is disappointing that both of these issues require further legal costs than we all hoped and planned. We too would have preferred not to spend that money on a legal route, but on fun things. Nevertheless, this is a necessary step for the future of DDV and that is why these costs have been incurred.

8. The minutes of the previous GMM have not yet been published. I remember that improvement was promised in terms of communication and cooperation with FOS and the trainers. How have you improved these relationships? What has been achieved in this? Can you, trainers and FOS indeed conclude together that the cooperation has been more satisfactory over the past year?

With regard to your question about the minutes that have not yet been published. These will be published this weekend. As mentioned above, the board (each of whom has a full-time job in addition to this voluntary post) currently has a lot of extra work on the two ongoing binding advice proceedings. Much of the preliminary work is done by various board members to keep legal costs as low as possible for DDV. Because e-mails also come in from members who'd like questions answered, the questions and answers have to be anonymized and translated into English for the website and this has to be placed on the website plus all other manner of activities, you can imagine that we have our hands full. Of course, our apologies for the time that it takes.

Communication with and to the trainers is a subject to which more time and attention has been devoted in the past year, as is the relationship with the FOS. The trainers are the business card of DDV and extremely important for our club and we are committed to trying to manage the relationship as well as possible. To this end, we have received assistance from the trainer's coordinator. We have been committed to improving relationships where possible. Whether or not improvement succeeds is not a "one-way street" in many aspects and we think this is "work in progress". We're not there yet. But we do think we have found a right way to solve and tackle existing difficulties and to continue its committed improvement.

9. I read on the DDV site that the board is planning to replace the 2 sitting members of the Supervisory Board on behalf of DDV in ITA BV with 2 other people. These 2 people have been elected by the board of DDV and have accepted their candidacy. This morning I learned that an extra shareholders' meeting of ITA BV is planned for Tuesday 24 August, at which the board, as the representative of major shareholder DDV, wants this appointment to take place. According to DDV's statutes and bylaws, only the general meeting of DDV is authorized to appoint officers to committees and as this was not voted on in the last GMM last January, you are therefore acting illegally and in violation of the statutes and the rules of procedure. DDV regulations. Article 10 paragraph 3 of the articles of association states that the board is subject to the approval of the general meeting of members, etc. Article 16 paragraph 9 and 10 deals with voting over persons and with regard to the internal regulations, I refer in particular to article 10, 11 and 16. The 2 Supervisory Board members who sit on the Supervisory Board of ITA BV on behalf of DDV are a very important DDV matter for the entire club and not just for the board of DDV.

No, the board does not act illegally or contrary to the articles of association or the internal regulations of DDV.

The articles of association you quote are statutory provisions of DDV. These concern the DDV entity and the DDV committees. These do not apply to bodies of the entity ITA BV. So what you write is incorrect.

As was also discussed in the 2021 GMM: It is true that the term of one sitting DDV supervisory director has already expired since 2020 and the other has also expired since the beginning of 2021. You can see that in the response of the board to the motion of no confidence [\[LINK\]](#). The procedure is that DDV (in its capacity as shareholder) may appoint two supervisory directors to the supervisory board of ITA BV, consisting of 5 persons in total.

DDV is managed by the board, which represents DDV on the basis of the articles of association (more specifically Article 10.1 of the articles of association). The appointment of supervisory directors in ITA BV is a matter that the board of DDV has always dealt with, since its existence, in line with the interest of DDV in relation to the interest of ITA BV. This has always been done in the past. If you read the minutes of old GMMs you will see that this has always been the case.

However, it would also stand in the way of efficient management if every act of representation by the board of DDV would always and each time require prior approval from the general meeting of members. We hope you understand that DDV will not always, at the initiative of one or more individuals, submit matters that are simply within its day-to-day

management authority (again or in advance) to the members' meeting. That would make DDV ungovernable.

At the January 2021 GMM, the board of DDV received the support of the members' meeting for its strategy. The board of DDV aims, among other things, to guarantee continuity of tennis within the agreements that have been made with ITA BV. As stated, DDV may fill the two expired supervisory board positions and has two supervisory directors ready to do so who can and want to take up the posts of the expired positions and who have specific knowledge and background to do so. This appointment is no different from the way in which they took place in the past and - as explained above - is not subject to a separate vote in a members' meeting of the DDV association.

The board acts in the same way as has always been done by previous boards and relies on the statutory powers given to it with the support of the members' meeting. We refer once again to the minutes of the old members' meetings, where changes in the composition of the Supervisory Board were sometimes reported, but usually not even reported, let alone voted on.

10. I have now seen high lawyer costs approx. € 75,000 for 2 years in succession and € 33,000 is again provided for next/this year.

As a member, I am shocked by these enormous amounts. And on top of that, if the board spends about €100,000. We as members should know what exactly is going on with FOS? And should we as members not be able to vote on these disproportionate costs? What will these high costs mean to us as a club? As a paying member we should be informed more on this subject.

We could also have spent these amounts on other things, which might give more value to the club. A member should be allowed to vote on such high amounts. I'd like to hear an explanation.

We are aware of the high legal representation costs and would like – as you – have preferred differently.

There are two dossiers that we are currently dealing with concerning FOS. It started with the matter about the court rent. As a club we are paying the highest court rent in the Netherlands and our agreement provides for a possibility to ask for moderation, we initially thought we could come to a solution in consultation. That proved difficult. The process that we have started has been initiated to ensure the long-term survival of DDV. We too regret that it costs more than we hoped, but the alternative is that we pay so much that our very existence would be endangered. This cannot be permitted, and we are committed to preventing this. But it costs money to prevent it.

The attorney's fees can be divided into the following categories:

- Court rent, this has become a process because effective consultation has proven difficult or lead nowhere. Fortunately, we are now making progress, now that a decision will be made by a binding advisor that will provide a definitive answer. We would have preferred that this could have been done in consultation, then it would have cost less. Unfortunately, that turned out to be impossible.
- Corona compensation for court rent FOS, the government had created a pot last year to reduce the court rent for sports clubs. In order to receive this, DDV had to engage

a lawyer to induce FOS to apply for this compensation on behalf of DDV. € 13,000 costs, with fortunately a return in compensation of € 96,000. That was – we thought – a justification. If a consultation route and cooperation were possible, it would indeed have been €0. We would have preferred that too.

- Supervisory board members, DDV may make a binding nomination for two supervisory board members. However, we are confronted with a situation in which the other shareholder opposes the nominated DDV representatives. Nevertheless, we tried for a long time to follow a consultation route here too. Here too, it has proved unavoidable to go down the route of binding advisor. In this matter also a procedure is now being followed with a binding advisor and it is expected and hoped that this will be completed in the short term.

The attorney's fees are a necessary evil, but in the opinion of the entire board, they are unavoidable for the continued existence of DDV. We would also have preferred to save this money or spend it on other things, but we are confronted with this unavoidable matter. In our opinion, the alternative damages the continued existence of DDV.

11. I have a request regarding the GMM that I hope you will embrace.

Given the releasing of corona measures that will be announced tomorrow (Jan 25), the GMM can be held physically next Thursday! During the GMM last year, the board already recognized that a physical meeting is more ideal than online meetings, because hearing both sides is easier when everyone can see each other, and this is subject to many limitations in online meetings.

Finally, members and board can look each other in the eye again and raise a glass afterwards!

A physical meeting is a memorable end to the pandemic, a start of the 'old normal' and can be seized as an opportunity by the board to create a 'cozy and united club, which was stated as an aim by the board in the last GMM.

There are several reasons for the board to propose this to the members. In the first place, the number of letters sent in, not all of which I see on the website, which, in my view, make it clear that the 'old normal' in the relations between board and members has not yet returned.

Secondly, the secretary's report is not on the site and is apparently not ready yet. This also offers the opportunity to exchange ideas during the GMM about what was suggested by various people during the last GMM and what proposals were made in the letters, namely to appoint a council of members; I have not read a response to this from the board, a missed opportunity!

I also miss the implementation of other promises made by the board during the last GMM.

It could be that releasing of corona measures will be announced tonight – we're not sure. Even if that were the case (and the new rules would allow a large group), in view of the short time (one day) that remains, it is not possible to convert the GMM to a physical meeting. Indeed, there are a number of letters that have been sent in. Of all those letters (i) either at the request of the member concerned, the letter (and the reply thereto) is included one-on-one under documents received (including the appendices); or (if permission for personal data has not been expressly shown) (ii) the (line of) questions (and answers) are shown below the Q&A.

We are sorry to hear how, according to your email, you feel about a so-called “old normal” between board and members. Because the facts we have are that we have received the confidence of the members' meeting and that we dedicate ourselves with heart and soul in our spare time for the well-being of the club. And at the same time, we now and then read (partly from your email) that clearly everyone is not happy and satisfied.

Fortunately, we often hear from many members that they are happy with our enormous commitment and solution-oriented strategy and our work and results. And that keeps us motivated.

12. I don't have a question about the documents so much as a comment to the board. I would like to express my appreciation for all the work you are doing to support the club and get it on the right and financially healthy road - despite all the bumps in the road that are apparent from the documents. I want to give my compliment all the more emphatically, because it has certainly not been a sinecure last year with another lockdown, and again lessons that could not go on, and the fact that that is not fun for anyone: not for the members who have paid for nothing, not for the teachers who cannot pass on their inspiration and cannot carry out their trade, but also not for you who are all volunteers on the board and have to 'impose' all that again. And on that note, this winter's lockdown, I greatly admire that you, as a lay volunteer board, showed more foresight than many a salaried policy person or government official: when I read your warning in the fall on the signup form for winter lessons, 'in case of a new lockdown, then....' I remember thinking: "well, that's very exaggerated". However, you were absolutely right – again. It has been very wise that you have created clarity about that in advance. So, there won't in any case be any hassle / nagging afterwards. In that regard: if you look at all the documents and all the questions and comments you receive, it does not always seem like a rewarding assignment to me to be a board member. That's why I'm making it a point with this email to let you all, one by one, know that there are a large number of members, including myself, who greatly appreciate your efforts. Unfortunately, it is part of the Dutch national character to stand ashore as a fantastic helmsman. Extremely disturbing is that this is often also the case with helmsmen who in the past have happily steered the ship on an iceberg, but who, once they are dry and safe ashore, still manage very well to think they can still steer the ship, whereby their own damage/action apparently disappears in its entirety like snow (i.e., a whole iceberg,) before the sun. Anyway, even though there are often more complaints than praise, I just wanted to make sure I said the above. Dually noted. Thanks and goodbye.