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*Office translation of a deed of amendment of the articles of association.
In this translation an attempt has been made to be as literal as possible without jeopardizing the overall continuity. Inevitably, differences may occur in translation, and if so, the Dutch version, which will be executed and deposited at the Commercial Register, will prevail.*

In this translation, Dutch legal concepts are expressed in English terms and not in their original Dutch terms. The concepts concerned may not be identical to concepts described by the English terms as such terms may be understood under the laws of other jurisdictions.

AMENDMENT OF THE ARTICLES OF ASSOCIATION

This fifteenth day of March two thousand twenty-four, there appeared before me, Karen Anne Hüpler-Hebben, LL.M., civil-law notary practising in Utrecht: _____
Caroline Jennifer Alice Traas, employed and domicile chosen at the office of me, civil-law notary, 3581 CM Utrecht, Maliebaan 6, born in Vinkeveen en _____
Waverveen, the Netherlands on the twelfth day of June nineteen hundred and _____
seventy-four, _____

for those present acting in the capacity to be specified below. _____

The person appearing declares that: _____

- the General Council of: **European Association for International Education**, an association with full legal capacity, with its registered office in Amsterdam, and its principal place of business at TSH Collab, c/o EAIE, _____
Wibautstraat 131 D, 1091 GL Amsterdam, registered with the trade register _____
under number 40536784, has resolved to proceed to the present _____
amendment of the Articles of Association; _____
- the General Council has furthermore resolved to authorise the person _____
appearing to execute this deed; _____
- the reported resolutions of the General Council are as evidenced by an _____
extract from the minutes of the relevant General Council meeting to be _____
appended to this deed (**Annex**). _____

The person appearing, acting as stated, furthermore declares, in implementation _____
of the aforementioned resolution, to amend the entire Association's Articles of _____
Association, so that they read as follows: _____

ARTICLES OF ASSOCIATION _____

DEFINITIONS. _____

Article 1.

1. In these Articles of Association, the following terms have the meanings stated below:
 - Appointment Advisory Committee** means the committee as referred to in article 22.
 - Board** means the management board of the Association.
 - Board member** means a member of the Board of the Association.
 - Committee** means a Committee as referred to in article 20 paragraph 2, unless explicitly indicated otherwise.
 - Days** means all the days of the week, thus not excluding generally recognised public holidays or days equated therewith under the General Extension of Time-limits Act [*Algemene termijnenwet*].
 - Executive Director** means the Executive Director of the Association.
 - Bylaws** means the bylaws of the Association.
 - Electoral Committee** means the committee as referred to in article 21.
 - Members/Member** means the ordinary Members or an ordinary Member, as the case may be, of the Association, as described in further detail in article 4.
 - General Council** means the body of the Association designated as the general meeting in Title 2 of Book 2 of the Dutch Civil Code [*Burgerlijk Wetboek*].
 - General Council meeting** means a meeting of the General Council.
 - Membership** means the Membership of the Association.
 - Written/in Writing** means a message transmitted by letter, fax, email or any other electronic means of communication, provided the message is legible and reproducible.
 - Articles of Association** means the articles of Association of the Association.
 - Association** means: European Association for International Education, an association with full legal capacity, registered with the trade register under number 40536784.
 - Working Group** means a Working Group as referred to in article 20 paragraph 2, unless explicitly indicated otherwise.
2. Any references to articles are deemed to refer to articles in these Articles of Association, unless explicitly indicated otherwise. Any references in these Articles of Association to 'he' are deemed to include 'she' as well as 'they'. Any references in these Articles of Association to 'his' or 'him' are deemed to include 'her' as well as 'them' or 'their'.

NAME AND REGISTERED OFFICE.

Article 2.

1. The Association bears the name: **European Association for International Education.**
2. The abbreviated name of the Association is: **EAIE.**
3. The Association has its registered office in the municipality of Amsterdam.

OBJECTIVE AND RESOURCES.

Article 3.

1. The objective of the Association is to act as a centre for expertise, networking and resources in the internationalisation of higher education, and, further, to perform all such acts as may be related or conducive to the foregoing, all in the broadest sense.
2. To achieve this objective, the Association will:
 - a. *Enable the sector*: be the premier platform enabling the international education sector to flourish and evolve;
 - b. *Influence and engage*: communicate the power and potential of international education to serve society;
 - c. *Demonstrate impact*: Drive responsible and impactful international education,and, further, performs all such acts as may be related or conducive to the realisation of the object, all in the broadest sense.
3. The Association does not aim to make profit.

MEMBERSHIP.

Article 4.

1. The Association has ordinary Members.
2. Ordinary Members of the Association can only be natural persons, who are interested and/or involved in higher education, whether or not in an international context, all at the sole discretion of the Board, and who have been admitted as such by the Board.
3. Ordinary Members are members within the meaning of the law.

REGISTRATION. ADMISSION. MEMBERSHIP REGISTER.

Article 5

1. Registration as a Member takes place by submitting an application to that effect to the Board.
2. Admission to Membership by the Board takes place according to the procedure and on the conditions as worked out in further detail in the Bylaws, on the understanding that a Member who has previously been expelled from the Association cannot be re-admitted to the Membership of the Association.
3. Those admitted to the Membership are expected to respect the object of the Association and to abide by the Association's Articles of Association, regulations and resolutions.
4. In the event of non-admission by the Board, the applicant concerned may appeal stating reasons to the General Council within one month after the non-admission resolution was made known to them. The General Council may still resolve to admit the person concerned.
5. The Board keeps a Membership register containing the names and (email) addresses of all Members, as further specified in the regulations, all in compliance with the applicable privacy laws and regulations. Members are required to promptly notify the Executive Director of any ((e-mail)address) changes by Written notice to the Association's address.

MEMBERSHIP FEE.

Article 6.

1. Members are obliged to pay a Membership fee to the Association, the

amount of which - on the proposal of the Board - is determined by the _____
General Council. For this purpose, the Board can divide Membership into _____
different categories, for which different Membership fees apply. _____

2. The Board is authorised, in special situations, to grant full or partial _____
exemption from the obligation to pay a Membership fee. _____

END OF MEMBERSHIP. SUSPENSION. _____

Article 7. _____

1. Membership ends: _____
 - a. on the Member's death; _____
 - b. if a Member no longer meets the Membership requirements and _____
Membership is terminated in accordance with the provisions of _____
paragraph 3 of this article; _____
 - c. on notice of termination given by the Member; _____
 - d. on notice of termination given by the Association; _____
 - e. on expulsion. _____
2. Notice of termination of Membership may only be given in Writing with effect
from the end of the Association year, with due observance of a notice period
of three months, provided that: _____
 - a. a Member may give notice of termination of their Membership with _____
immediate effect within one month of being notified of a resolution to _____
convert the Association into a different legal structure, or to merge or _____
demerge; _____
 - b. a Member may give notice of termination of their Membership with _____
immediate effect within one month of becoming aware or being notified _____
of a resolution limiting their rights or increasing their obligations - other _____
than monetary obligations - in which event the resolution is not _____
applicable to them. _____
3. Any notice of termination given contrary to the provisions of paragraph 2 of _____
this article causes the Membership to end at the earliest permissible time _____
following the date with effect from which notice of termination was given. _____
4. Notice of termination of Membership by the Association is given by the _____
Board. Notice of termination of Membership may be given if a Member no _____
longer meets the Membership requirements, if they fail to perform their _____
obligations towards the Association, or if the Association cannot reasonably _____
be required to continue the Membership. Notice of termination as referred to
in this paragraph has immediate effect. _____
5. Expulsion is undertaken by the Board. Expulsion may be pronounced only if _____
a Member acts in violation of the Articles of Association, regulations or _____
resolutions of the Association, or unreasonably prejudices the Association. _____
An appeal against the resolution by the Board to expel a Member may be _____
lodged with the General Council. Pending the appeal, the Member is _____
suspended. Further rules on the appeal procedure may be laid down in the _____
Bylaws. _____
6. If the Membership ends in the course of an Association year, the annual _____
Membership fee will remain due for the full year. _____
7. The Board may decide to suspend a Member. A suspension that is not _____

followed within three months by a decision to end the Membership ends by –
virtue of the expiry of that term. _____

8. A suspended Member continues to have their obligations towards the _____
Association for the duration of the suspension, but does not have any rights –
and may not be admitted to any General Council meetings, except if and _____
insofar as the suspension of the relevant Member is to be discussed during –
that General Council meeting. _____

BOARD. _____

Article 8. _____

1. The Board consists of five natural persons. _____
2. The General Council appoints the Board members on the nomination of the –
Appointment Advisory Committee, provided that: _____
 - a. a Board member is a Member; _____
 - b. there is no incompatibility as referred to in article 23, unless such _____
incompatibility is removed by no later than one month prior to the _____
appointment; _____
 - c. the Board adopts a position profile in consultation with the General _____
Council; _____
 - d. the General Council gives all Members the opportunity to put _____
themselves forward as candidates through the Appointment Advisory _____
Committee; in addition, the Appointment Advisory Committee itself may
approach candidates to put themselves forward; _____
 - e. the Appointment Advisory Committee assesses all candidates based on
the information in the position profile and issues a single nomination to –
the General Council; _____
 - f. The General Council appoints the new Board member on the _____
nomination of the Appointment Advisory Committee; _____
 - g. the nominated candidate is appointed by the General Council by a _____
resolution adopted by a simple majority of the valid votes cast; _____
 - h. if the General Council does not wish to appoint the candidate _____
nominated, the Appointment Advisory Committee submits a new _____
nomination as soon as possible, with due observance of the provisions –
of sub-paragraphs a., b., c. and d. of this paragraph 2; _____
 - i. in the event of reappointment of a Board member, a different procedure
may be adopted in the Bylaws, whereby the provisions of sub- _____
paragraph d. of this paragraph 2 can be declared not applicable; _____
 - j. further rules on the procedure for appointment of Board members may –
be laid down in the Bylaws. _____
3. The General Council assigns the roles of President and Vice-President to _____
Board members on the nomination of the Appointment Advisory Committee.
Assigning of the roles of President and Vice-President can be from either _____
current Board members or newly appointed Board members. Further details
on this procedure are provided in the Bylaws. No specific role or title is _____
assigned to the other Board members. _____
4. Each Board member is required to list both their paid and unpaid positions, –
including management board, supervisory board and advisory board _____

- memberships. A Board member may not have any business interests in, or – relationships with, the Association other than as a Board member. _____
5. Board members are, as such, not entitled to any remuneration. Board _____ members may be entitled to reimbursement of the costs (reasonably) _____ incurred by them in the performance of their duties. Only the President and – the Vice-President may, in addition, receive an attendance fee that is not _____ excessive for their work for the Association. _____
 6. Further rules on reimbursement of costs and the determination of the _____ amount of the attendance fees, if any, may be laid down in the Bylaws. _____
 7. The fees as described in paragraph 5 of this article are disclosed and further explained in the Association's balance sheet and the statement of income _____ and expenditure with explanatory notes. _____

BOARD: DURATION. END OF BOARD MEMBERSHIP. SUSPENSION. _____
RETIREMENT SCHEDULE. _____

Article 9. _____

1. A Board member is appointed for a term of no more than three years. A _____ Board member is eligible for reappointment for one consecutive term of _____ three years. _____
After expiry of their reappointment term as described in this article, a Board – member is not eligible for appointment as a Board member (and a _____ consecutive reappointment) until after expiry of a period of three years. _____
2. A Board member ceases to hold office: _____
 - a. on termination of their Membership; _____
 - b. on death; _____
 - c. if they lose the capacity on the basis of which they were appointed; _____
 - d. on their voluntary resignation; _____
 - e. on dismissal by the General Council; _____
 - f. on expiry of the term for which they were appointed. _____
3. If a Board member is absent or unable to act, the remaining Board members are responsible for the management. In the absence of one or more Board – members, the remaining Board members constitute a quorum. Any _____ vacancies must be filled as soon as reasonably possible. _____
4. If all Board members are absent or unable to act, the Association is _____ temporarily managed by one or more persons to be designated at all times – for that purpose by the General Council on the proposal from the _____ Appointment Advisory Committee. _____
If the management cannot be temporarily provided for in this manner, the _____ Executive Director temporarily assumes responsibility for the management. – For purposes of the acts of management performed during this period, the _____ designated persons are considered as Board members. _____
5. *Absence* is understood as the situation where a vacancy arises as a result _____ of: _____
 - a. resignation or dismissal without any immediate successor having been – appointed, or _____
 - b. the death of a Board member. _____*Inability to act* is in any event be understood as the situation where, due to: –

- a. suspension; _____
 - b. illness exceeding a period of four weeks; or _____
 - c. inaccessibility exceeding a period of four weeks, _____
- a Board member is temporarily not authorised or able to perform the duties – or exercise the powers conferred on them by or pursuant to the law, these – Articles of Association or the regulations of the Association. _____
6. A Board member may at any time be suspended or dismissed by the _____ General Council. A suspension that is not followed within ninety Days by a – resolution to dismiss ends due to the expiry of that term. _____
 7. To guarantee the continuity of the management, the Board prepares a _____ retirement schedule. _____

BOARD: DUTIES AND POWERS. _____

Article 10. _____

1. The Board is responsible for the management of the Association. In the _____ performance of their duties, each Board member is guided by the interests of the Association and its organisation. _____
2. The Board may, as such, grant one or more of its powers to others, provided that such powers are described in clear terms. The party exercising powers – on this basis acts in the name, and under the responsibility, of the Board. _____
3. Inheritances may be accepted under the benefit of inventory only. _____
4. The Board is authorised to decide to enter into agreements to acquire, _____ dispose of, and encumber property subject to public registration, as well as – to decide to enter into agreements under which the Association commits _____ itself as surety or joint and several co-debtor, warrants performance by a _____ third party or provides security for a debt of a third party, with due – observance of the provisions of sub-paragraphs c. and d. of paragraph 5 of – this article. _____
5. The General Council's prior approval is required for Board resolutions to: _____
 - a. adopt the (multi-year) budget; _____
 - b. adopt the (multi-year) policy plan; _____
 - c. enter into and terminate agreements to acquire, dispose of, or _____ encumber property subject to public registration; _____
 - d. enter into agreements under which the Association commits itself as _____ guarantor or several co-debtor, vouches for a third party or provides _____ security for a debt of a third party; _____
 - e. file for bankruptcy or apply for a suspension on payment of debts. _____

BOARD: DECISION-MAKING PROCESS. CONFLICT OF INTEREST. _____

Article 11. _____

1. The Board meets as often as required by the Articles of Association or at the discretion of the President of the Board or another Board member, but at _____ least four times a year. The term for convening a Board meeting is at least – seven Days, not counting the day of convocation and the day of the meeting. This deadline may be waived in urgent situations. _____
2. Board members are expected, where possible, to adopt resolutions based – on consensus. Resolutions may be adopted at meetings only if at least fifty – per cent of the Board members are present or represented. The Executive –

- Director has an advisory vote in the Board meeting. A Board member may be represented at a Board meeting by a fellow Board member. A Board member may act as proxy for no more than one other Board member.
3. Each Board member has the right to cast one vote. All Board resolutions are adopted by a simple majority of votes.
 4. Minutes are kept of the proceedings at the meeting by a person designated for such purpose by the chairperson of the meeting.
 5. The judgment expressed by the chairperson of the meeting on the result of a vote in the meeting is decisive. The same applies to the content of an adopted resolution, insofar as a vote was taken on a non-Written proposal.
 6. The Board may also adopt resolutions outside a meeting (in Writing), only insofar as none of the Board Members opposes this manner of adopting resolutions.
 7. Board meetings may also be held by means of telephone or video conferencing, or using any other means of communication, provided that each participating Board member can be heard simultaneously by all the other participants.
 8. A Board member ensures that there is no conflict of interest between themselves and the Association and its organisation.
 9. If a Board member has a direct or indirect personal interest that conflicts with the interest of the Association, they must notify the other Board members thereof.
 10. A Board member refrains from taking part in the deliberations on, and the adoption of, a resolution concerning the matter in respect of which there is a conflict of interest; furthermore, they do not have the right to vote on such matter nor will they be counted towards any quorum that may apply to the decision-making process.
 11. If all Board members have a conflict of interest with the Association, the resolution is adopted by the General Council.
 12. The Board at all times arranges proper recording of the decision-making process in the event of a conflict of interest.

EXECUTIVE DIRECTOR.

Article 12.

1. The Association has an Executive Director to support the Board. The Executive Director is charged with coordinating and is responsible for, the day-to-day affairs within the Association, preparing and implementing Board resolutions, supporting the Committees and Working Groups, as well as performing all such activities as are necessary to realise the Association's objectives.
2. The Executive Director acts within the policy frameworks as adopted by the Board and within the limits of the available budget, and is required to account for the same to the Board. In the performance of their duties, the Executive Director is guided by the interests of the Association and its organisation.
3. The Executive Director is appointed, suspended and dismissed by the Board. The Board determines the conditions under which the Executive

Director will work, as well as the activities of the Executive Director, and lays down the same in Board-Executive Director regulations.

4. Unless matters are to be discussed that concern the Executive Director in person, the Executive Director has access to all meetings of the Board of the Association and may address the same in an advisory capacity. In addition, the Executive Director also has access to the meetings of the other bodies of the Association or the option of being represented there by another person working for the Association.

REPRESENTATION.

Article 13.

1. The Association is represented by the Board. Furthermore, the Association may be represented by:
 - a. two Board members acting jointly;
 - b. a Board member and the Executive Director acting jointly.
2. The Board may resolve to grant power of attorney to one or more Board members, the Executive Director, as well as to third parties, to represent the Association within the limits of such power of attorney. The Board may resolve to grant a title to authorised representatives.
3. The Board reports the granting of continuous powers of representation to the business register of the Chamber of Commerce.

BOARD REPORT. ACCOUNTABILITY. BUDGET.

Article 14.

1. The Association year coincides with the calendar year.
2. The Board is required to keep records of the Association's financial position and of all matters relating to the Association's activities, according to the requirements resulting from such activities, and to retain the related books, records and other data resources in such a manner that the Association's rights and obligations can be known at all times.
3. The Board presents its Board report on the affairs within the Association and the policy conducted at a General Council meeting within six months of the end of the Association year, unless the General Council extends this term. It submits the balance sheet and the statement of income and expenditure with explanatory notes to the General Council for approval. These documents are signed by all Board members; if any of their signatures are missing, such fact are reported, stating the reason.
4. The (strategic) policy plan and budget for the following calendar year are prepared by the Board before the first day of December of the then-current year. Such documents are approved by the General Council before the first day of January of the calendar year to which they relate.
5. The General Council instructs an auditor within the meaning of Article 2:393(1) of the Dutch Civil Code to audit the balance sheet and statement of income and expenditure as prepared by the Board. The auditor reports the results of their audit in an opinion on the truth and fairness of the documents. Such opinion is added to the documents to be submitted to the General Council for approval.

In the event that the General Council does not instruct an auditor as referred

to in this paragraph, the Board is authorised to do so. _____

6. The Board is required to retain the books, records and other data resources—referred to in paragraphs 1 and 2 of this article for a period of seven years. —

GENERAL COUNCIL. COMPOSITION. ELECTION._____

Article 15._____

1. The Association has a General Council. _____
2. In addition to other duties imposed on it in the Articles of Association and—regulations, the General Council is in particular responsible for:_____
 - a. approving the strategic policy plan; _____
 - b. approving the budget based thereon;_____
 - c. determining the level of the Membership fee; _____
 - d. approving the balance sheet and the statement of income and_____expenditure with explanatory notes, together with the opinion of the_____external auditor; _____
 - e. appointing, suspending and dismissing Board members; _____
 - f. designating one or more persons as referred to in article 9, paragraph 4 (temporary responsibility for the management in the event of absence or inability to act). _____

In addition, the General Council may raise with the Board such matters as it—deems advisable to be discussed or worked out in further detail. _____

3. The General Council consists of fifteen natural persons elected by the _____Members. _____
4. Each voting Member may put themselves forward as a candidate for the _____General Council. Further provisions on nomination and candidacy are laid _____down in the Bylaws. _____
5. The members of the General Council are elected by the Members, by means of voting forms - whether or not in digital form - sent to the Members by the —Executive Director in due time. A Member may cast their vote in the manner and within the term as stated in the voting form. Each Member has the right— to cast one vote. _____
6. The elections are supervised by the Electoral Committee as referred to in —article 20. _____
7. A voting Member may also exercise their right to vote using an electronic—means of communication, provided that the voting Member can be identified and exercises the right to vote via the electronic means of communication.—The Board decides whether or not voting rights may be exercised using an —electronic means of communication and may attach conditions to the use of—the electronic means of communication. Any such conditions are made _____known in advance. _____
8. The General Council is elected in its entirety. The members of the General—Council are appointed for a term of three years. A member of the General —Council is eligible for one consecutive reappointment term of three years.—After expiry of their reappointment term, a member of the General Council —will not be eligible for appointment as a member of the General Council (and a possible consecutive reappointment) until after expiry of a period of three —years. _____

9. A member of the General Council appointed to fill an interim vacancy replaces the person whose vacancy they were appointed to fill. The General Council membership of a person filling an interim vacancy (the 'substitute') commences on the date on which the relevant person accepted their General Council membership in Writing. Acceptance by a substitute takes place in Writing on a date following the date of retirement by their predecessor. The term of a 'substitute' ends upon expiry of a period of three years following the appointment of the member of the General Council whose interim vacancy they were appointed to fill (the originally appointed member of the General Council). A substitute of a substitute retires no later than three years following the appointment of the member of the General Council whose interim vacancy the first substitute in line was appointed to fill (the originally appointed member of the General Council) as well. A 'substitute' is eligible for reappointment for one consecutive term of three years, but only if the appointment as substitute was their first - although not full - term serving on the General Council. After expiry of their reappointment term, a member of the General Council as referred to in paragraph 8 of this article - including their 'substitute' - is not eligible for appointment as a member of the General Council (and a possible consecutive reappointment) until after expiry of a period of three years.
10. Any vacancies are filled as soon as reasonably possible. In the event of interim appointment of members of the General Council as a result of the occurrence of an interim vacancy, the appointment is made from among the candidate members who were not appointed at the most recent General Council election, but for whom at least one vote was cast, on the understanding that the person for whom the largest number of votes were cast is the one appointed, followed by the person for whom the second largest number of votes were cast, and so on. In the event that an equal number of votes were cast for two or more candidates, a drawing of lots will decide. A candidate member as referred to in this paragraph 10 must declare in Writing at least four weeks after receiving the request for a substitution whether they intend to accept their appointment on a date subsequent to the date of retirement by their predecessor or renounce membership of the General Council.
11. An incomplete General Council retains its powers. An interim retirement by the full General Council may take place with effect from the first day of March, the first day of June, the first day of September or the first day of December following the announcement of the interim retirement only if and to the extent that a new General Council has been elected in accordance with the provisions of paragraph 8 of this article.
12. The membership of the General Council ends:
- on termination of the Membership of the Association;
 - on voluntary resignation;
 - on expiry of the term for which the member of the General Council had been appointed.

GENERAL COUNCIL MEETINGS.

Article 16.

1. Within six months of the end of each calendar year, a General Council meeting is held, during which, amongst other things, the following items on the agenda are addressed:
 - a. the Board report and the balance sheet and the statement of income and expenditure with explanatory notes, with the report of the auditor as referred to in article 14, paragraph 5;
 - b. the appointment of the auditor for the following calendar year;
 - c. the designation - on nomination by the Appointment Advisory Committee - of one or more persons as referred to in article 9, paragraph 4 (temporary responsibility for the management in the event of absence or inability to act);
 - d. any other proposals submitted by the Board or the General Council, as announced in the notice convening the General Council meeting.
2. Other General Council meetings are held as often as may be required by the Articles of Association or as often as the Board may deem advisable, provided that the General Council meets at least two times a year. Further provisions on General Council meetings may be laid down in the Bylaws.
3. In addition, the Board is required to convene a General Council meeting within a term of no more than four weeks upon Written request by such number of the members of the General Council as are authorised to cast one-tenth of the votes. If any such request is not complied with within fourteen Days, the applicants themselves may convene the meeting in accordance with article 17.

CONVENING GENERAL COUNCIL MEETINGS. DIGITAL PARTICIPATION.

Article 17.

1. The General Council meetings are convened by the Board. Notices convening a meeting are given in Writing to the addresses of the members of the General Council according to the Membership register. Except in the situation as described in article 16, paragraph 3 - the term for convening a meeting is at least two weeks, not counting the day of the convocation and that of the General Council meeting.
2. The notice convening the meeting sent to each member of the General Council may also be dispatched electronically by means of a legible and reproducible message to the address that they have communicated for this purpose to the Association, subject to their consent.
3. The notice convening the meeting states the items to be discussed at the General Council meeting. To the extent possible, the annexes to the agenda are sent along with the notice convening the meeting or otherwise made known, but are sent, or otherwise made known, to the members of the General Council by no later than one week prior to the General Council meeting.
4. The Board may resolve that a member of the General Council is authorised, either in person or by Written proxy, to attend and address the General Council meeting, and to exercise their voting right at the General Council meeting using an electronic means of communication. The use of the

electronic means of communication is at the risk of the person entitled to vote.

The Board may attach conditions to the use of the electronic means of communication.

If the Board decides to attach conditions thereto, such conditions are announced in the notice convening the meeting.

5. For purposes of paragraph 4 of this article, it is a requirement that the person entitled to vote can be identified, can directly take note of the proceedings during the meeting, and can exercise the voting right using the electronic means of communication.
6. A person entitled to vote is authorised to cast their vote prior to the General Council meeting via an electronic means of communication only if expressly so stipulated in the conditions for digital participation in the General Council meeting as referred to in paragraph 4 of this article.
7. Access to the General Council meeting is granted to all non-suspended members of the General Council, non-suspended Board members, the Executive Director and the minutes secretary of the relevant General Council meeting. The General Council decides on the admission of any persons other than those referred to above.

VOTING RIGHT. GENERAL COUNCIL DECISION-MAKING PROCESS.

Article 18.

1. All non-suspended members of the General Council have voting rights in General Council meetings. Each member of the General Council has the right to cast one vote. Any votes cast prior to the General Council meeting using an electronic means of communication are considered as votes cast during the meeting.
2. A voting member of the General Council may grant Written power of attorney to another voting member of the General Council to vote on their behalf at the General Council meeting. The conditions for digital participation in the General Council meeting as referred to in article 17, paragraph 4, may stipulate that it is not possible to grant Written power of attorney to another voting member who participates in the General Council meeting using an electronic means of communication. A member of the General Council may act as proxy for no more than one other member of the General Council.
3. To the extent not provided otherwise by the Articles of Association or the law, all resolutions are adopted by a simple majority of the votes cast at a General Council meeting in which at least fifty per cent of the General Council members are present or represented. If at a General Council meeting less than fifty per cent of the General Council members are present or represented, a new General Council meeting is convened, to be held at least fourteen Days later, but by no later than within twenty-eight Days following the first. In such General Council meeting, the relevant resolution is validly adopted by a simple majority of the votes cast, irrespective of the number of General Council members present or represented at such General Council meeting.

Blank and invalid votes are deemed not to have been cast. Any such votes

- do, however, count towards the required quorum. _____
4. If a vote ends in a tie, the proposal is deemed to have been rejected. _____
 5. Votes on persons are taken in Writing, unless the General Council decides _____ to vote by acclamation. _____
 6. As long as all General Council members are present or represented in a _____ General Council meeting, valid resolutions are adopted, provided they are _____ unanimous votes, on all subjects that are discussed, even if the meeting had not been convened in accordance with the required procedure or any other _____ requirement for stating the items to be discussed and/or convening and _____ holding General Council meetings had not been met. _____
 7. The judgment expressed at the Meeting by the chairperson of the General _____ Council meeting, that a resolution has been adopted by the General Council, is decisive. The same applies to the content of a resolution adopted, insofar _____ as a vote was taken on a non-Written proposal. _____
If, however, immediately after the chairperson of the General Council _____ meeting expresses such judgement, the accuracy of this judgement is _____ challenged, a new vote is taken if requested either by the majority of the _____ General Council, or, if the original vote was not taken by roll call or in _____ Writing, by any person present and entitled to vote. Such new vote _____ supersedes the legal consequences of the original vote. _____
 8. A unanimous resolution by all members of the General Council, even if not _____ assembled in a meeting, has the same force as a resolution of the General _____ Council, provided it is adopted with prior knowledge of the Board. _____

CHAIR OF THE GENERAL COUNCIL MEETING. MINUTES. _____

Article 19. _____

1. The General Council meetings are chaired by the President of the Board or, _____ in his absence, by the Vice-President of the Board. In the absence of both _____ the President and the Vice-President of the Board, the General Council _____ meeting appoints a chairperson from its number. _____
2. Minutes of the proceedings of each General Council meeting are kept by or _____ on behalf of the Executive Director or another person designated for such _____ purpose by the chairperson. A list of resolutions may be drawn up in lieu of _____ minutes. _____

COMMITTEES. WORKING GROUPS. _____

Article 20. _____

1. The General Council establishes the Electoral Committee and the _____ Appointment Advisory Committee. _____
2. Other Committees and Working Groups are established and dissolved _____ exclusively by the Board. The duties and powers of a Committee established by the Board are determined by the Board. The members of the Committees established pursuant to this paragraph are appointed and dismissed by the _____ Board. _____
3. Further provisions on Committees, Working Groups or other groups to which _____ Members may be included in the Bylaws. _____

ELECTORAL COMMITTEE. _____

Article 21. _____

1. The General Council establishes the Electoral Committee as referred to in — article 15, paragraph 6. The Electoral Committee is reconstituted each time — there is an election of the General Council. _____
2. The General Council establishes an Electoral Committee consisting of three members, who may not currently be serving on or may not go on to serve on the General Council. Any persons who are members of the Electoral _____ Committee at the time of putting themselves forward as candidates for the — General Council are excluded from participation in the election to the _____ General Council. The Electoral Committee is supported by the Executive — Director. _____
3. The Electoral Committee oversees the collection, classification, counting and verification of the validity of the voting forms returned for General Council — seats as referred to in article 15, paragraph 5. _____
4. The Electoral Committee may - in consultation with the Board - appoint an — external expert to monitor the process referred to in paragraph 3 of this — article. _____
5. Further provisions on the working method of the Electoral Committee are — laid down in the Bylaws. _____

APPOINTMENT ADVISORY COMMITTEE. _____

Article 22. _____

1. The Appointment Advisory Committee is responsible for: _____
 - a. issuing advice and guidance regarding a vacancy on the Board; the — Appointment Advisory Committee submits one or more nominations for — appointment of Board members; _____
 - b. the nominations for the roles of President and a Vice-President as — referred to in article 8, paragraph 3; _____
 - c. issuing advice and guidance regarding the designation of one or more — persons to be temporarily responsible for the management in the event — of absence and inability to act on the part of the Board. _____
2. The Appointment Advisory Committee consists of: _____
 - a. three persons - designated by the General Council - who are members — of the General Council; _____
 - b. one person - designated by the Board - who is a member of the Board. — The Executive Director acts as secretary of the Appointment Advisory — Committee. Within the Appointment Advisory Committee, the Executive — Director does not have any voting rights but an advisory vote only. _____
3. Whenever there is a vacancy on the Board, the Appointment Advisory — Committee is reconstituted. Persons who wish to nominate themselves as a — Board member cannot be part of the Appointment Advisory Committee. _____
4. Further provisions on the working method of the Appointment Advisory — Committee may be adopted in the Bylaws. _____

INCOMPATIBILITIES. _____

Article 23. _____

1. A Board member cannot also be: _____
 - a. a member of the General Council; _____
 - b. a person who performs paid work for the Association; _____

- c. a member of a Committee or Working Group, except for the Appointment Advisory Committee or a Committee of the Board.
2. A member of the General Council cannot also be:
 - a. a Board member (unless they are temporarily responsible for the management in the event of absence and inability as referred to in article 10, paragraph 3);
 - b. a person who performs paid work for the Association;
 - c. a member of a Committee or Working Group, except for a Committee of the General Council.
3. No marriage, registered partnership or equivalent cohabitation relationship or blood relationship or affinity in the first, second or third degree may exist between Board members and the members of the General Council or between the members of the General Council among themselves.
4. A 'person who performs paid work for the Association' is understood as a person who performs work for the Association under an agreement for professional services, which work has been assigned by or on behalf of the Board, including the Executive Director.

REGULATIONS.

Article 24.

1. In addition to what is referred to in the Articles of Association, the Bylaws, the Board-Executive Director regulations or any other regulations, may regulate everything for which further provisions are deemed necessary.
2. Regulations may not contain any provisions that are in contravention of the law or these Articles of Association.
3. The Board-Executive Director Regulations are drawn up and adopted by the Board, in consultancy with the Executive Director.
4. The Bylaws are drawn up by or on behalf of the Board on the instructions of the General Council and adopted by the General Council.
5. Other regulations are adopted by the Board.

AMENDMENT OF ARTICLES OF ASSOCIATION. MERGER. DEMERGER.

Article 25.

1. Any amendments to the Association's Articles of Association require a resolution of the General Council, for which purpose a General Council meeting has been convened, giving notice that, during such meeting, the proposal to amend the Articles of Association will be submitted.
2. At least fourteen Days prior to the General Council meeting, a copy of the proposal, in which the proposed amendment is included *verbatim*, must be available for inspection by the members of the General Council at a place suitable for that purpose (including the website of the Association) until after the end of the day on which the General Council meeting is to be held.
3. A resolution to amend the Articles of Association may only be adopted by a majority of at least two-thirds of the votes cast, in a General Council meeting in which at least three-fourths of the members of the General Council are present or represented.
4. If, in a General Council meeting at which the proposal to amend the Association's Articles of Association is to be discussed, less than three-

fourths of the members of the General Council are present or represented, a new General Council meeting is to be convened, to be held at least fourteen Days later, but by no later than twenty-eight Days following the first. In this General Council meeting, a resolution to amend the Articles of Association may legally be adopted by a majority of at least two-thirds of the votes cast, irrespective of the number of members of the General Council present or represented at such meeting.

5. The provisions of this article will apply *mutatis mutandis* to a resolution to enter into a legal merger or legal demerger.
6. Any amendment to the Articles of Association does not take effect until a notarial deed to that effect has been drawn up. Each Board member is individually authorised to execute the notarial deed.

DISSOLUTION.

Article 26.

1. The Association may be dissolved by a resolution to that effect by the General Council. The provisions of article 25, paragraph 3 and 4 will apply *mutatis mutandis*.
2. After its dissolution, the Association continues to exist to the extent necessary for purposes of liquidation of its assets. In any documents and announcements issued by it, the following must be added to its name: 'in liquidatie'. The liquidation ends at the time when no further income is known to the liquidators.
3. The Board members are the liquidators of the assets of the Association. The provisions on appointment, suspension and the dismissal of Board members continue to apply to them. The other provisions of the Articles of Association also remain in effect during the liquidation to the extent possible.
4. Any positive balance remaining after liquidation is used for such purposes as are most consistent with the object of the Association, all at the discretion of the General Council.
5. Following liquidation, the books and records of the dissolved Association are retained by the person designated for such purpose by the General Council for a period of seven years.

FINAL STIPULATION.

Article 27.

The Board has all such powers as have not been conferred on any other bodies by law or by the Articles of Association. Insofar as this involves the interpretation and/or application of provisions of the Articles of Association and/or regulations, the Board will thereby try to find out what was intended when drafting and/or amending the relevant provision and, in addition, what interpretation should, according to the principles of reasonableness and fairness, be given to the relevant provision under the circumstances in the context of the Articles of Association and regulations of the Association.

FINAL PROVISIONS.

The person appearing is known to me, civil-law notary. Furthermore, I, civil-law notary, stated and explained the substance of the deed to the person appearing,

including the consequences ensuing from the content of the deed. The person — appearing declared to have taken note of, and to agree to, the content of the—— deed. Furthermore, the person appearing declared expressly to agree to a limited reading of the deed. _____

Immediately after having been read out in part, the deed was signed by the—— person appearing and by me, civil-law notary. The deed was executed in Utrecht on the date first before written. _____