

Deed of Formation of Association¹

EUROPEAN SCHOOLS PROJECT ASSOCIATION

Today, March 4, two thousand and five, appeared to me, Mr. Jacob Willem Stuijt, notary established in Aerdenhout, municipality of Bloemendaal:

1. Mr. Drs. **Hendrik Willem Sliqte**, born in Amsterdam on sixteen May nineteen hundred fifty-two;
2. Mr. Drs. **Adrianus Johannes Clemens Nienhuis**, born in Amsterdam on twenty-four January nineteen hundred fifty-eight.

ESTABLISHMENT

The persons declared with this deed to form an association and for that to determine the following articles:

Name and seat

Article 1.

1. The association carries the name:
European Schools Project Association
2. The association is statutory established in the municipality of **Amsterdam**.

Aim

Article 2.

1. The association aims at the improvement, and the support for improvement, and the promotion of **ICT-innovation of education in Europe and beyond**, and in addition everything with which one or the other is directly or laterally favourable to this end, everything in the most wide sense of the word.
2. The association attempts to achieve its aims, by the promotion of collaboration and cooperation between educators and researchers, by availing access to international networks, by the promotion of professional development of teachers and educators, by the development of innovative concepts, instruments and materials, by the performance of research, and in addition by the application of all other legitimate resources which for the achievement of the aims are considered useful or necessary.

¹ This document is the translation of the original deed in Dutch language that was executed March 4, 2005. Only the original deed is legally valid under Dutch law.

Association year

Article 3.

The association year coincides with the calendar year.

Membership

Article 4.

1. The association has:

- ordinary members;
- prospective members;
- honorary members;
- supporters.

Where in these articles is spoken of membership respectively members, all categories of membership respectively members are included, unless the opposite proves to be.

2. Ordinary members are they, who are interested in the role of ICT in improving and innovating of learning, teaching and of educational organizations, and who are admitted as such by the Board of the association. In case of non-admission by the Board the general assembly can still decide to admission. Only ordinary members are members in the sense of the law.
3. Prospective members are they, who have submitted an application as a member at the association, but not yet as such allowed.
4. Honorary members are they, who because of their extraordinary merits towards the association or in the framework of the objective of the association, are appointed as such by the general assembly, on proposal of the Board.
5. Supporters are they, who commit themselves with the association to annually paying a minimum financial contribution, to be determined by the general assembly, and who are admitted as such by the Board.
6. The Board keeps a register, in which the names and addresses of all members and supporters are included. The members and supporters are obliged to notify the Board of changes of address immediately.

Contribution

Article 5.

1. The general assembly can decide on payment of subscription fees by the members. They can be classified in categories, with different fees.
2. The Board is competent in granting whole or partial dispensation from the obligation to paying fees in particular cases.

End of the membership, suspension

Article 6.

1. The membership finishes by:
 - a. by the death of the member;
 - b. by cancellation by the member;
 - c. by cancellation by the association;
 - d. by denial.
2. Cancellation of the membership by the member must happen in writing addressed to the Board; these can occur only against the end of current association year and taking into account a period of notice of two months, on the understanding that:

- a. a member can cancel its membership with immediate commencement, within one month after communication of a decision to converse the association in another legal form, or to a merger or a division
 - b. a member can cancel its membership with immediate commencement within one month after direct or indirect communication of a decision, in which his rights has been limited or his obligations - other then obligations of a financial nature - have aggravated; the decision applies then not on him.
3. Cancellation of the membership by the association, the honorary membership excluded, occurs by the Board; cancellation of honorary membership occurs by the general assembly. These can occur when the member has stopped to meet the requirements for the membership, when he does not comply with obligations towards the association, as well as when it cannot be demanded reasonably of the association to let continue membership. Cancellation such as in this paragraph meant occurs with immediate entrance.
 4. A cancellation contrary to the provisions in paragraph 2 finishes membership at the earliest allowed time, next on the date on which he cancelled.
 5. Denial of the membership occurs by general assembly. This is only possible when a member acts contrary to the articles, regulations or decisions of the association deed, or disadvantages the association in an unreasonable manner. Denial does the membership finish with immediate commencement.
 6. When the membership finishes in the course of an association year, the annual contribution remains nevertheless chargeable completely.
 7. The Board can decide to suspend a member. A suspension that is not followed within three months by a decision to end the membership finishes by expiration of that period.

Rights and obligations of prospective members, honorary members and supporters

Article 7.

1. The prospective members, honorary members and supporters have no other rights and duties then those granted and imposed under the articles or the domestic regulations.
2. The rights and obligations of a supporter can always be cancelled mutually, under exclusion of the annual contribution over the current association year to remain entirely chargeable.
3. Cancellation of a supporter on behalf of the association occurs by the Board.

The Board

Article 8.

1. The Board of the association is composed by at least two and at the most thirty members. The appointment occurs by the general assembly from the ordinary members, subject to the provisions in paragraph 2.
2. The general assembly can decide that one or more of Directors of the Board, yet at the most one-third of the number of Board-members, are appointed while they are not ordinary members.
3. Candidates for the Board can be put forward by the Board, as well as on proposal of at least ten ordinary members.
4. The Board appoints from its middle a chairperson, a secretary and a treasurer, and such other officials as it desirably considers. A director on Board can hold more than one function.

5. The chairperson, secretary and treasurer form the Executive Committee. The Executive Committee is in charge of the daily routine within the association. The provisions in Article 10 are of corresponding application to the Executive Committee.

Duration, end Board membership, suspension

Article 9.

1. The appointment of a director on the Board occurs for indefinite time, unless in the concerning decision to appointment a certain time is determined.
2. A director on the Board loses its position in addition by:
 - a. ending its membership of the association;
 - b. resigning in writing;
 - c. losing the free management of its own capacity;
 - d. expiration of the term for which he is appointed;
 - e. the loss of the quality on the basis of which he is appointed.
3. In the absence or elsewhere engagement of a director on the Board the remaining directors on the Board are in charge with the management. If one or more directors on the Board are lacking, the remaining directors or the remaining director form a competent Board. In vacancies is to be foreseen on the next general assembly at the latest.
4. Each director on the Board, also when he is appointed for a certain time, can be dismissed or suspended at any time by the general assembly. A suspension which is not followed within three months by decision to dismissal finishes by expiration of that period.

Decision-making of the Board

Article 10.

1. The Board convenes as often this is necessary in pursuance of the articles or whenever the chairperson or another director wishes.
2. Decisions can only be made when at least half of the Board-members are present or represented. A director on the Board can have itself represented by a fellow director, subject to written confirmation. A director on the Board can act only for one other Board-member as a representative. The Board can also make decisions (in writing) outside of meetings, subject to all Directors on the Board having agreed in writing on the proposal concerned, among which electronic communication means are included.
3. All Board decisions are taken with total majority of votes.
4. Of the negotiations at each meeting minutes established by the secretary, which are signed by chairperson and secretary after establishment by the Board.
5. The judgement of the chairperson pronounced on the result of a vote at the meeting is decisive. The same applies to contents of a taken decision, insofar it was voted concerning a non-fixed proposal in writing. Is however immediately after pronouncing of this judgement the correctness of it disputed, then a new vote finds place, when the majority of the meeting or, if the original vote did not occur by division or in writing, when a present person entitled to vote this desires. By this new poll the legal consequences of the original vote expire.

Tasks and competence of the Board

Article 11.

1. The Board is in charge of the management of the association. The Board as such can grant one or more of its competences, subject to clearly definitions, to others. The one, who thus exercises competences, acts in name and under responsibility of the Board.
2. Inheritances can be only accepted under the privilege of inventory.
3. The Board is not competent to entering into agreements to buying, alienating or encumbering register goods. The Board is not competent to entering into agreements in which the association commits itself as guarantor or joint-debtor, to making a case for a third party or to commit itself to insurance for a debt of a third party.
4. The Board annually drafts, before a date to be set by the general assembly, an activity plan, with associated budget, and proposes these concepts for approval to the general assembly.
5. The general assembly can make decisions of the Board subject of her approval or authorisation, subject to the decisions having been meticulously communicated to the Board in writing.

Representation

Article 12.

1. The association is represented by the Board.
2. The competence of representation comes to two jointly acting members of the Board.
3. The Board can decide granting authorisation to one or more Board-members as well as to third parties, to represent the association within the limits of that authorisation. The Board can decide in addition to grant a title to authorized agents.
4. The Board will register continuous granting of representation competence at the association register of the chamber of commerce.
5. If a director on the Board has a contradictory interest with association he can nevertheless represent the association unless the general assembly designates one or more persons to this end.

Annual report, annual account and justification

Article 13.

1. The Board is obliged to conduct administration of the financial situation of association and of everything concerning the activities of the association, according to the requirements which result from these activities, and to keep to this end the belonging books, records and other information sources in such a manner, that at any time the rights and obligations of the association can be known.
2. The Board publishes on a general assembly, within six months after the association year, subject to lengthening of this period by the general assembly, its annual report concerning the state of affairs within the association and the policy pursued. It hands in the balance sheets and state of profits and charges with an explanation to the general assembly for approval. These documents are signed by the directors on the Board; is lacking one or more signatures of them, then report is made with mentioning of reasons. After expiration of the period every member of the Board can demand in straight progress that they comply with these obligations.
3. The general assembly appoints annually from the ordinary members a fund control commission of at least two persons, who can not be part of the Board. The commission examines the documents meant in second sentence of paragraph 2 and submits a report to the general assembly of her findings.

4. Should the research of the account and its justification require particular accounting knowledge, then it is possible to fund at the expense of the association an expert to assist the control commission, subject to approval of the Board. The Board is obliged to the commission on behalf of its research to provide all desired information, if required to show the funds and the values, make available the books, records and other information bearers of the association for inspection.
5. The Board is obliged to keep the in the paragraphs 1 and 2 meant books records and other information bearers, during seven years.

General assembly

Article 14.

1. Annually, at the latest six months after the end of the association year, a general assembly - the annual meeting – is held. At the annual meeting is discussed, among others:
 - a. the annual report and the account and justification meant in Article 13 with the report of there mentioned fund control commission, as well as the activity plan with associated budget for the coming association year;
 - b. the appointment of in Article 13 laid down fund control commission for the next association year;
 - c. provisions for possible vacancies;
 - d. proposals of the Board or the members, announced at the announcement for the assembly;
 - e. Other general assemblies are held as often as the Board judges this desirable;
 - f. Additionally, the Board is obliged, on the written request of at least such a number of ordinary members as being competent to bringing out one/tenth part of the votes, to convene a general assembly within a period of no longer then four weeks. If to the request is not obeyed within fourteen days, requesters can announce convening of a general assembly in accordance with Article 15.

Manner of announcement convention and access

Article 15.

1. The general assemblies are convened by the Board. The announcement occurs in writing to the addresses of the members and supporters, according to the member register. The period of announcement amounts to at least fourteen days, the day of the announcement and those of the assembly itself not counted in.
2. At the announcement the subjects to be treated on the assembly are mentioned.
3. Access to the general assembly do have all not-suspended members and directors on the Board and supporters of the association. Concerning admission of other than persons meant before the general assembly decides.

Voting right and decision-making

Article 16.

1. At assemblies all not-suspended ordinary members have voting right. Every such ordinary member can cast one vote. Every ordinary member is competent to have cast its vote by a to this end written authorised other ordinary member. Every member can only bring out vote for one authorised other member.
2. Decisions are taken by absolute majority of validly cast votes, unless it has been differently stipulated in these articles. Blank votes are considered as not to have been brought out.

3. If the votes are equally divided over another proposal then over the appointment of persons, the proposal has been rejected.
4. Vote concerning persons occurs in writing unless the assembly decides a vote by acclamation. If at an appointment of persons nobody has obtained the total majority, a second vote (between the candidates proposed) takes place. Has then nobody the total majority obtained, then revote takes place, until either one person has obtained the total majority, or when is voted between two persons and the votes are equally divided. In revotes (among which is not understood the second vote) each time is voted between persons, on whom at the preceding vote was voted, however excluded the person, on whom at that preceding vote the smallest number of votes has been brought out. If the smallest number of votes is brought out on more than one person at that preceding vote, then drawing by lots determines, on which of those persons at the new poll no more votes can be brought out. In case at a vote between two persons the votes are equally divided, the lot decides who of both has been chosen.
5. A unanimous decision of all ordinary members taken, even not united in an assembly, has, subject to foreknowledge of the Board, the same strength as a decision of the general assembly.
6. The judgement of the chairperson that a decision has been taken by the assembly, pronounced before the general assembly is decisive. The same applies to the contents of a taken decision, as far as was voted over a proposal not fixed in writing.
7. Is however immediately after pronouncing this judgement correctness disputed, then a new vote takes place, when majority of the assembly or, if the original vote did not occur by division or in writing, a person entitled to vote presents this desire. By this new vote the legal consequences of original vote expires.

Chairpersonship - minutes

Article 17.

1. The general assemblies are chaired by the chairperson of the Board. If the chairperson lacks, one of the other directors on the Board to be designated by the Board acts as a chairperson. In case chairmanship is not provided in this way, then the assembly will provide in this itself.
2. Of the discussed matters in each assembly minutes are made by or on behalf of the secretary or a another person designated to this end by the chairperson, which after establishment by the general assembly are signed by the chairperson and the secretary. The contents of the minutes are brought to the attention of the members.
3. If an assembly is convened at the request of members, taking into account the provisions Article 14 paragraph 3 of these articles, those whom the meeting have requested are in charge of the control of the meeting and the drawing up of the minutes.

Commissions

Article 18.

1. The Board can appoint and discontinue one or several commissions.
2. The Board decides on the role and the competences of the commissions.
3. The members of the commissions are appointed and dismissed by the Board, whether from its middle or not.

Domestic regulations

Article 19.

1. Within the domestic regulations everything can be settled, of which a further regulation is considered to be desirable. Domestic regulation can contain no provisions, which are contrary to the law or the articles.
2. The domestic regulations are determined and amended by the general assembly. The statements in the following two articles on the amendment of articles are of corresponding application on determining and modifying a regulation.

Article amendment, fusion and junction

Article 20.

1. In the articles of the association no amendments can be made other than by a decision of the general assembly, to which is called with the communication that there amendment of the articles will be proposed.
2. At least five days before the general assembly a duplicate of the proposal in which the proposed amendment is textually included, should be available on a place suitable to this end for the members, for inspection to stay there up to after the day, on which the assembly is held.
3. A decision to article amendment must be taken with unanimous voting. At the meeting at least two/third of ordinary members must be present or represented.
4. If at an assembly in which a proposal to article amendment is to the order, not at least two/third of the ordinary members is present or represented, then a new assembly becomes convened, yet to keep at least fourteen days later, at the latest thirteen months after the first. At this assembly a decision to article amendment can be validly taken with a majority of at least two/third of the validly cast votes, irrespective of the number of ordinary members present or represented.
5. The in this article stipulated is of corresponding application at a decision to fusion or junction.

Article 21.

The in Article 20 stated provisions do not apply if on the general assembly all members entitled to vote are present and the decision to article amendment is unanimously taken.

Article 22.

The article amendment does not become effective, only after of it an authenticated deed has been drawn up. Every director on the Board is separately competent to execute the communicated authenticated deed.

Dissolution

Article 23.

1. The association can be dissolved by a decision of the general assembly. The provisions in Article 20 and 21 are of corresponding application.
2. The association remains existent after dissolution as far as this is necessary for settlement of its properties. In documents and notices which are issues, must to its name be added: in liquidation. The settlement finishes at the time on which to the liquidators no more profits are known.

3. The directors on the Board are the liquidators of the properties of the association. On them the provisions remain applicable on the appointment, the suspension, the dismissal and the supervision of directors on the Board. Other statutory provisions remain also for as much as possible effective during the settlement.
4. The credit balance after settlement is applied by the general assembly to such aims as most corresponding with the aims of this association.
5. After the settlement the books and records remain of the dissolved association during seven years under responsibility of by the general assembly to this end designated person.

Final provision

Article 24.

To the Board come in the association all competences, which are not charged by the law or the articles to other agencies.

Transitional arrangement

Article 25.

Contrary to the provisions in Article 8 paragraph 1 the directors on the Board for the first time with this deed are appointed.

Final Declaration

Article 26.

Finally the persons appearing declared in implementation of the provisions in Article 25, that for the first time as directors on the Board of the association are appointed:

- a. Mr Drs. H.W. Sligte aforementioned as chairperson.
- b. Mr Drs. A.J.C. Nienhuis aforementioned as secretary/treasurer.

IDENTIFICATION OF PERSONS APPEARING

The persons appearing are known to me, notary, and identity of at this deed involved persons appearing is by me, notary, determined by means of mentioned to this end intended documents.

CLOSING

The original of this deed was executed in Aerdenhout, municipality Bloemendaal, on the date stated in the preamble to this deed.

The factual contents of the deed are given and commented to the persons appearing. The persons appearing have declared not to appreciate complete reading aloud of this deed and to have received a draft deed timely before execution, to have read its contents, to agree with it and to have been pointed to the impact, which for parties from the deed result.

This deed has been limitedly read and immediately afterwards signed, firstly by the persons appearing and subsequently by me, notary.

[Signing follows by persons appearing and notary]