

Civil-law Notary

A.C.B. Kesting
in Amsterdam

Herman Heijermansweg 2

COPY

of the notarial deed of

FORMATION of the ASSOCIATION:

V.O.S.
STUDIEVERENIGING VOOR TAALWETENSCHAP

having its registered office in the municipality of Amsterdam

Deed dated 2 December 1999

FORMATION OF AN ASSOCIATION

Today, the second of December nineteen hundred and ninety-nine, appeared before me, Adrianus Cornelis Bernardus Kesting, civil-law notary practising in Amsterdam:

1. Ms Joanna Jacqueline AARTS, residing at 1098 HL Amsterdam, Johann Keplerstraat 16-1, born in Leiderdorp on twenty-three May nineteen hundred and seventy-eight, who proved her identity with a Dutch passport, number N32269342, (issued on two May nineteen hundred and ninety-seven), unmarried and not registered as a partner within the meaning of the registered partnership,
2. Ms Louise ELFFERS, residing at 1011 GC Amsterdam, Korte Koningsdwarsstraat 10-1, born in Amsterdam on twenty-five May nineteen hundred and seventy-eight, who proved her identity with a Dutch passport, number N69565792, (issued on twenty-nine May nineteen hundred and ninety-eight), unmarried and not registered as a partner within the meaning of the registered partnership,
3. Mr Niels SMIT, residing at 1056 JK Amsterdam, Willem de Zwijgerlaan 133-3, born in Zwolle on fifteen October nineteen hundred and seventy-eight, who proved his identity with a Dutch passport, number N76122044 (issued on twenty-six November nineteen hundred and ninety-eight), unmarried and not registered as a partner within the meaning of the registered partnership.
4. Ms Sophia Maria VAN BESOUW, residing at 1013 GH Amsterdam, Buiten Wieringerstraat 4-c, born in Amsterdam on sixteen May nineteen hundred and seventy-seven, who proved her identity with a Dutch passport, number N80488473, (issued on four January nineteen hundred and ninety-nine), unmarried and not registered as a partner within the meaning of the registered partnership,
5. Ms Margaretha Isabella ROZENDAAL, residing at 1017 JH Amsterdam, Prinsengracht 1079, born in Amsterdam on two June nineteen hundred and seventy-eight, who proved her identity with a Dutch passport, number N73981618, (issued on eight June nineteen hundred and ninety-eight), unmarried and not registered as a partner within the meaning of the registered partnership.

The persons appearing have declared to form an association with the following charter.

NAME

Article 1

The name of the Association is:

V.O.S. STUDIEVERENIGING VOOR TAALWETENSCHAP

REGISTERED OFFICE

Article 2

Its registered office is in the municipality of Amsterdam.

OBJECTIVE

Article 3

1. The objectives of the Association are:

- a. to facilitate Linguistics students in the field of their studies, in the widest sense;
- b. to increase the social cohesion within the Linguistics programme;
- c. to keep its members informed of and involve them in the developments within the field of expertise of Linguistics;

all this in the widest sense.

2. To achieve its objectives, the Association will, among other things:

- a. organise a variety of activities in the social/recreational field and in the vocational field;
- b. support the students in their studies in the widest sense.

DURATION

Article 3

The Association has been formed for an indefinite period of time.

MEMBERS AND HONORARY MEMBERS

Article 4

1. The Association will have ordinary members and honorary members.
2. Ordinary members of the Association are natural persons that acquire the membership by applying to and being admitted by the Board, in accordance with the relevant provisions of the standing rules.
The membership is open to:
 - a. persons enrolled as part-time or full-time students, contract students, extranei or auditors of the Linguistics, Alfa Informatics or Voice Communication programmes at the University of Amsterdam, as well as those taking an elective degree programme, the final examination of which is administered by one of the chair groups that participate in the Linguistics programme;
 - b. persons who have any employment relationship with one of the chair groups that participate in the Linguistics programme at the University of Amsterdam.
3. The Board is authorised to admit natural persons and legal entities as members of the Association even if they do not meet the requirements as referred to in paragraph 1.

4. A refusal of membership by the Board can be appealed to the General Membership Meeting, which meeting will adopt resolutions by a majority of at least two thirds of the votes cast.
5. Honorary members are those nominated by the Board or at least ten members who have been appointed as such by the General Meeting for special service to the Association, and who have accepted this appointment. Honorary members have all the rights a member has, but they are exempt from the obligation to pay a membership fee.
6. Ordinary members and honorary members are members within the meaning of the law. Where, in this charter or in regulations that have been or are adopted on the basis of this charter, reference is made to members, this must be understood to refer to both ordinary members and honorary members, unless the contrary is shown.
7. The Board will keep a register containing the names and addresses of the members and patrons.

OBLIGATIONS OF THE MEMBERS

Article 5

1. The members are obliged to:
 - a. comply with the charter and regulations of the Association, as well as with the decisions of its bodies;
 - b. refrain from compromising the interests of the Association.

PATRONS

Article 6

1. Patrons are natural persons or legal entities that have declared to be prepared to support the Association financially with a minimum contribution to be determined by the General Meeting.
2. Patrons have no rights and obligations other than those conferred or imposed on them by or pursuant to the charter.

Patrons do not have the right to vote and cannot be appointed officer.
Patrons have the right to attend the membership meetings and other meetings organised by the Association. At the membership meetings, they have an advisory role.
3. The Association or the patron may terminate the rights and obligations of a patron at all times, on the understanding that in the event of termination by the patron, the annual membership fee for the current association year will still be owed in full.
4. Termination by the Association will be effected by the Board.

MEMBERSHIP FEE

Article 7

1. Every ordinary member owes an annual membership fee. The amount of the membership fee will be determined by the General Membership Meeting.

This contribution does not have to be equal for all members.
2. In exceptional circumstances, the Board is authorised to grant a full or partial exemption from the obligation referred to in the preceding paragraph.

SUSPENSION

Article 8

1. The Board can suspend a member for up to a year if they repeatedly act in violation of their membership obligations or their actions or behaviours have seriously prejudiced the interests of the Association.

The member will be informed of the suspension in writing.
2. For the duration of the suspension, the member will be unable to exercise the rights attached to the membership.
3. A suspended member may appeal the decision to suspend to the General Membership Meeting within one month of the day of receipt of the notice of this decision. This meeting must, in such case, be convened within six weeks of the appeal being submitted, and the suspended member may attend the meeting to defend himself. In addition, the relevant person is authorised to have himself assisted by counsel at such meeting. They must be informed of the date, location and time of this meeting at least seven days in advance. At the relevant meeting, resolutions will be adopted by a majority of at least two thirds of the votes cast, unless the Board decides otherwise.

TERMINATION OF THE MEMBERSHIP

Article 9

1. Membership will end:
 - a. on the death of the member;
 - b. on written termination by the member;
 - c. on written termination by the Board on behalf of the Association, which may happen if a member no longer meets the membership requirements as contained in the charter and if they fail to comply with their obligations towards the Association, as well as if the Association cannot reasonably be required to have the membership continue;

- d. on disqualification by the Board, which can only be pronounced if a member acts in violation of the charter, the regulations or resolutions of the Association, or causes unreasonable harm to the Association;
 - e. if the student discontinues their studies, if no employment relationship as referred to in Article 4, paragraph 2b is entered into immediately after.
2. Membership may be terminated at all times, either by the Board or by the member, subject to a four-week notice period. This period is not subject to the Dutch General Extension of Time Limits Act (*Algemene Termijnenwet*).
Membership can in any case be terminated through termination by the end of the financial year following the year in which notice of termination is given, or with immediate effect if continuing the membership cannot reasonably be required.
 3. A termination in violation of the provisions of the preceding paragraph will end the membership at the earliest possible time following the date by which the membership was terminated.
 4. In addition, a member can terminate membership with immediate effect within a month of becoming aware or being informed of a resolution through which their rights will be restricted or their obligations will be increased. In such case, the resolution will not apply to the relevant member.
However, members are not authorised to terminate their membership in order to prevent a resolution that results in an increase in members' financial obligations from applying to them.
Members may also terminate their membership with immediate effect within a month of being informed of a resolution to convert the Association into another legal form or a resolution for a merger.
 5. In the event of disqualification, members will be informed of this decision as soon as possible, in a written notice stating the reasons.
They can appeal the decision to the General Meeting within a month of being informed of the resolution. The relevant member will be suspended during the appeal period and pending the appeal.
The conditions of Article 8, paragraph 3, apply by analogy.
 6. If membership ends during the course of an Association year, the full annual membership fee will still be owed.

MANAGEMENT

Article 10

1. The Association will be managed by a Board consisting of a number of adult natural persons of at least three, whose number will be determined by the Membership Meeting.
The Board may have no more than one non-student member.
2. The officers will be appointed by the General Membership Meeting from among its members, on the recommendation of the Board or the recommendation of at least ten members.
3. The Board will appoint a chair, a vice-chair, a secretary and a treasurer from among its members. An officer can hold more than one position.
In the event that an officer is prevented from acting or there is a vacancy on the Board, a fellow officer to be appointed by the Board will take the place of the officer who is prevented from acting or absent.
The chair may appoint regular deputies for the secretary and the treasurer of the Board.
4. If the number of officers falls below three, the Board will still be entitled to adopt resolutions. It must, however, convene a general meeting as soon as possible to discuss the filling of the vacancy or vacancies.

Article 11

1. The Board is charged with the management of the Association.
2. Provided that it has the prior approval of the General Meeting, the Board is authorised to resolve to enter into agreements concerning the purchase, sale or encumbrance of property subject to registration, and to enter into agreements through which the Association commits itself as surety or joint and several debtor, warrants performance by a third party or provides security for the debt of a third party.
3. The Board also requires the approval of the General Meeting for decisions concerning the following:
 - a. without prejudice to the provisions under b. through f., entering into legal transactions and making investments, the amount or value of which exceeds five thousand Dutch guilders (f. 5,000);
 - b. entering into agreements through which the Association is granted a bank loan;
 - c. having the Association lend and borrow money, which does not include making use of a loan granted to the Association;
 - d. making out-of-court settlements;
 - e. instituting legal proceedings, including arbitration proceedings, with the exception of precautionary measures and such legal action as cannot be delayed;
 - f. entering into and amending employment agreements.

The absence of the approval referred to in the paragraph 2 and 3 can be invoked by or against third parties.

COMMITTEE MEETINGS

Article 12

1. The Board will meet as often as the chair or two other board members call the other board members to such a meeting in writing, by telefax or in a similar manner, at a location and time to be stated in the notice convening a meeting, unless the Board determines otherwise.
2. The board meeting will be chaired by the chair or, in the chair's absence, the vice-chair or, in the vice-chair's absence, by one of the board members.
3.
 - a. All board resolutions will be adopted by an absolute majority of the votes cast.
 - b. The Board may only adopt valid resolutions at a meeting at which the majority of the members holding office are present or represented.
 - c. If the votes are tied, the chair of the board meeting will have the deciding vote.
4.
 - a. The judgement pronounced at the meeting by the chair of the meeting about the outcome of a vote will be decisive. The same will apply to the content of a resolution that has been adopted, insofar as the vote concerned a motion that had not been set out in writing.
 - b. However, in the event that, immediately after the judgement as referred to under a. is pronounced, the correctness thereof is disputed, there will be another vote if the majority of the meeting so desires. As a result of this second vote, the legal consequences of the original vote will lapse.
5. Votes will be by cast orally unless one of the officers desires a written vote.
6. Blank votes or invalid votes will be considered votes not cast.
7. An officer may only have himself represented at a meeting by a fellow officer, provided that this is done pursuant to a written or telegraph proxy, unless the chair accepts another form of proxy. An officer may represent only one fellow officer.
8. The Board may also adopt resolutions outside of a meeting, provided that all the officers have expressed themselves in favour of the motion.
9. No resolutions can be adopted on subjects not included in the notice convening a meeting whose discussion has not been announced at a later stage either, unless the resolution is adopted at a board meeting at which all officers are present or represented.
10. The secretary will take minutes of the proceedings of each meeting, which will be adopted and signed by the chair and the secretary.

SUSPENSION

Article 13

1. Officers will retire by rotation at the first general meeting of every year. A retiring officer is immediately eligible for reappointment.
2. If an officer wishes to resign his or her position early, they must inform the secretary thereof at least four weeks before the time of their resignation, in writing. If the secretary wishes to resign in this manner, they must inform the chair thereof in writing.
3. If the Board decides to resign in its entirety, it is obliged to convene a general membership meeting, which is to be held within four weeks of that decision, and to continue to represent the interests of the Association until a new Board has been appointed.
4. An officer appointed in the interim will retire at the first general meeting of the year as well.
5. Every officer, even those appointed for only a certain period of time, can be dismissed or suspended from the Board by the General Membership Meeting at all times. A suspended officer will be given the opportunity to account for his or her actions at the general membership meeting and may have himself represented by a counsel when doing so. A suspension that is not followed within three months by a resolution to proceed with dismissal will end on expiry of that period.
6. In addition, the membership of the Board will end, without prejudice to the relevant provisions of the law:
 - a. if the officer is no longer a member of the Association;
 - b. through retirement by rotation without reappointment;
 - c. through death;
 - d. if a court judgment as a result of which the relevant officer loses the power to dispose of their assets becomes final and binding;
 - e. through resignation.

REPRESENTATION

Article 14

1. The Board will represent the Association. The authority to represent is vested in, among others, the chair acting individually or two officers acting jointly, which includes the vice-chair.
2. Persons who have representative authority pursuant to this charter or a proxy will only exercise this authority after a board resolution has been adopted to perform the relevant legal act or group of legal acts.

Violation of this provision cannot be invoked by or against the Association, the other party or a third party.

GENERAL MEMBERSHIP MEETINGS

Article 15

1. All powers that the law or the charter do not assign to the Board are vested in the General Membership Meeting.
2. Every year, no more than six months after the end of the financial year, subject to extension of this term by the General Membership Meeting, a general membership meeting – the annual meeting – will be held. Among other things, the following will be on the agenda of the annual meeting:
 - the discussion of the minutes of the previous general membership meeting;
 - the discussion of the annual report;
 - the discussion and adoption of the annual report and accounts;
 - the appointment of the audit committee as referred to in Article 18 if the term of appointment is coming to an end, as well as other committees;
 - the filling of vacancies in the Board;
 - determination of the budget;
 - determination of the membership fees;
 - motions that have been submitted to the Board at least ten days before the day of the notice convening a meeting, by at least five members, in writing.
3. Other general membership meetings will be held as often as the Board considers this desirable, at the location and time stated in the notice convening a meeting.
4. The term for convening meetings will be at least fourteen days, not counting the day of the notice and the day of the meeting.
The notices convening a meeting will specify the topics to be discussed.
5. In addition, at the written request of at least that number of members that is authorised to cast at least one tenth of the votes, the Board is obliged to convene a general membership meeting, within no more than four weeks of the request being submitted.
If the request is not complied with within fourteen days, the applicants may convene the meeting themselves, in the manner in which the Board convenes general meetings or by placing an advertisement in a daily newspaper that is generally read in the city in which the Association is established.

ACCESS AND VOTING RIGHTS

Article 16

1. All members and patrons have access to the general membership meetings, as does the sign language interpreter as referred to in paragraph 2.
Suspended members and suspended board members do not have access to the meeting, without prejudice to the relevant provisions of the charter and the law.
Suspended members will only have access to the meeting at which their suspension is discussed, and will be authorised to address the meeting on that subject.
2. For the benefit of members that are deaf and/or hard of hearing, the Association must see to it that a sign language interpreter is present at the meeting, provided that these members announce their presence at the meeting to the Board at least seven days in advance, in writing.
3. Admission of other persons than those referred to in paragraph 1 is at the discretion of the Board.
4. Every member of the Association who has not been suspended has the right to cast one vote.
5. Every member who has the right to vote is authorised to have their vote cast by another member who is entitled to vote and holds a written proxy to that end, who may, however, cast no more than two votes. The written proxy must be announced to the Board before the meeting.

CHAIRMANSHIP/MINUTES

Article 17

1. The general membership meetings are chaired by the chair of the Association and, in the chair's absence, the vice-chair. In the absence of the chair and the vice-chair, one of the other officers, to be appointed by the Board, will act as chair. If no officers are present, the meeting itself will appoint a chair.
2. The secretary or another person the chair has appointed to that end will keep minutes of the proceedings at the meeting.
The minutes will be adopted at the same or at the next general membership meeting, and signed by the chairman and the minutes secretary as evidence of their adoption.
The parties who convene the meeting may arrange for a notarial record to be drawn up of the proceedings.
The contents of the minutes or the notarial record will be communicated to the members.

RESOLUTIONS OF THE GENERAL MEMBERSHIP MEETING

Article 18

1. Unless otherwise provided by the charter or by law, all resolutions of the General Membership Meeting will be adopted by an absolute majority of the votes cast.

2. Blank and invalid votes will be considered votes not cast.
Among others, votes cast that are, in the opinion of the chair, illegible, are signed, contain more than one vote for each of the vacancies, fail to clearly appoint a person, contain more than a clear appointment of the relevant person, or do not give a definitive answer with regard to the vote cast in another manner, will be considered invalid votes.
3. If the votes are tied in a motion that does not relate to the election of persons, the motion will be rejected.
4. In the appointment of persons, the person who has received the absolute majority of the votes cast will be elected. If the votes are tied or a person has not received the absolute majority of the votes cast, there will be a second vote between the two candidates who have either both obtained the highest number of votes or the highest and the second highest number of votes. Should the votes be tied in the second vote, the matter will be decided by drawing lots.
5. Matters concerning persons will be voted on in writing, while matters concerning all other matters will be cast orally, unless the chair decides otherwise or one of those entitled to vote request this before the vote. Written votes will be cast using unsigned, sealed paper ballots. Resolutions may be adopted by acclamation unless a voting member requests a vote by roll call.
6. Provided that it was adopted with the prior knowledge of the Board, a unanimous resolution of all the members will have the same force as a resolution of the general membership meeting, even if they are not attending a meeting.
7. As long as all the members are present or represented at a general membership meeting, valid resolutions can be adopted on all the subjects that come up for discussion, which therefore includes a motion to amend the charter or dissolve the Association, even if no notice convening a meeting has been sent or the notice has not been sent in the prescribed manner, or any other regulation with regard to convening and holding meetings was not complied with or an associated formality was not observed, provided that such resolutions are adopted unanimously.

FINANCIAL YEAR, ANNUAL REPORT, ANNUAL ACCOUNTS AND ACCOUNTABILITY

Article 19

1. The financial year of the Association runs from one October to thirty September of the following year.
2. The Board must keep a record of the financial status of the Association in such manner that its rights and obligations can be identified at all times.
3. At a general meeting held within six months of the close of the financial year, subject to extension of this term by the General Membership Meeting, the Board will issue its annual report on the general course of affairs within the Association and on the management conducted, and will submit a balance sheet and a statement of income and expenditure with explanatory notes to the Meeting.
These documents will be signed by the officers. Should the signature of one or more of them be missing, the reasons for this must be stated.
After that term, every member can claim compliance with these obligations by the officers at law.
4. During the week preceding the annual meeting, the annual accounts and report, along with the supporting documentation and any other documents will be available with the treasurer for inspection by the members. The annual accounts and report, where possible with the report of the audit committee as referred to below, will – upon request – be sent to the members at least one week before the annual meeting.
5. The General Membership Meeting's approval and adoption of the annual report and the accounts, as well as the signature thereof by the members of the audit committee will serve to discharge the Board.

AUDIT COMMITTEE

Article 20

1. The General Membership Meeting will appoint an audit committee, consisting of at least one student member and one non-student member.
Members of the audit committee, who may not be members of the Board, will be appointed for a period of two years and can subsequently only be reappointed once.
Further rules with regard to the appointment, replacement and/or resignation of these committee members will be provided in the standing rules.
2. This audit committee will audit the Board's accounts before the general membership meeting is held and will present its findings to the General Membership Meeting.
3. If the audit of the accounts requires specialist accounting knowledge, the audit committee may have itself assisted by an expert at the Association's expense.
The Board must provide the audit committee with all the information that it requires, and, where requested, must grant it access to the Association's cash and shares and allow it to inspect the Association's books and documentation.

STANDING RULES

Article 21

1. All subjects that this charter does not provide for or does not provide for completely can, if so desired, be provided for in one or more sets of standing rules, which are to be adopted, amended or revoked by the General Membership Meeting, on the understanding that, insofar as the motion to that end has not been approved by the Board, a majority of two thirds at the General Membership Meeting is required.
2. Insofar as such standing rules contain provisions, the application of which violates the law and/or this charter, such provisions will not apply.

AMENDMENT OF THE CHARTER

Article 22

1. Amendment of the charter requires a resolution of the General Membership Meeting, which must have been convened with the notification that a motion to amend the charter would be made at this meeting. The term for convening such a meeting must be at least four weeks.
2. The parties convening the General Membership Meeting for the purpose of discussing a motion to amend the charter must make available a copy of that motion in which the proposed amendment is set out verbatim, for inspection by members at a suitable location at least fourteen days before the meeting, until after the day on which the meeting is held.
In addition, the proposed amendment will be published in the course body at least fourteen days before the meeting and/or a copy thereof will be made available to the members upon request.
3. A resolution to amend the charter can only be adopted by at least two thirds of the votes cast, at a meeting at which at least one third of the total number of members who are entitled to vote are present or represented.
4. If the required number of members is not present or represented, a second meeting will be convened and held within no less than eight days and no more than four weeks of the first meeting, at which a decision can be made on the motion discussed at the previous meeting, regardless of the number of members present or represented, provided that there is a majority of at least two thirds of the votes cast.
5. An amendment to the charter will be effective after a notarial deed to that end is drawn up.
The deed may be executed by any officer.

DISSOLUTION

Article 23

1. Without prejudice to the provisions of the law, the Association will be dissolved by a resolution to that end by the General Membership Meeting, adopted by at least two thirds of the number of valid votes cast, at a meeting at which at least three fourths of the members are present or represented. The provisions of paragraphs 1, 2 and 4 of the preceding article will apply by analogy.
2. If, in the resolution to dissolve, no liquidators are appointed, the Board will act as the liquidators.
3. After its dissolution, the Association will continue to exist to the extent necessary for the liquidation of the assets. During the liquidation, the conditions of the charter and regulations will remain in force to the extent possible.
4. In the resolution referred to in paragraph 1 of this article, the General Membership Meeting will determine the appropriation of any positive balance, which will be as much as possible in accordance with the objectives of the Association.
5. The Association will cease to exist once it, or the liquidators, is satisfied that all assets have been accounted for. The liquidators will communicate this to the registers in which the company is entered.

DISPUTES

Article 24

1. A committee of three members, one of which must be a member of the Board, appointed by the members on the written recommendation of the Board, will take a binding decision on any disputes with regard to or in connection with the application or implementation of this charter or the standing rules, with due observance of the relevant provisions of the standing rules.
If so desired, the appointment may take place after written consultation of the members.
2. In the absence of a disputes committee, a dispute must in the first instance be communicated to the Board, which – if the dispute cannot be settled amicably after all – will immediately have the members set up a committee after all.

UNFORESEEN CIRCUMSTANCES

Article 25

The General Meeting will decide in all cases that this charter does not provide for.

CLOSING STATEMENTS.

Finally, the persons appearing declared that the first members of the Board will be:

1. as chair:
Ms Louise Elffers, aforementioned;
2. as vice-chair:
Ms Sophia Maria van Besouw, aforementioned;
3. as secretary:

Mr Niels Smit, aforementioned;

4. as treasurer:

Ms Joanna Jacqueline Aarts, aforementioned;

5. as general officer:

Ms Margaretha Isabella Rozendaal, aforementioned.

CONCLUSION

IN WITNESS WHEREOF THE ORIGINAL OF THIS DEED was executed in Amsterdam on the date referred to in the preamble of this deed.

The persons appearing have sufficiently proved their identity to me, civil-law notary.

The substance of this deed has been communicated and explained to them.

The consequences arising from the contents of the deed have been pointed out to the persons appearing.

The persons appearing declared not to require the deed to be read out in full and to have taken note of the contents of the deed in good time before its passing.

Immediately following its limited reading, this deed was signed, first by the persons appearing and then by me, civil-law notary.

(Signed:) J.J. Aarts, L. Elffers, N. Smit, S.M. van Besouw, M.J. Rozendaal, A.C.B. Kesting.

ISSUED AS A TRUE COPY