

This document is an English translation of a document prepared in Dutch. In preparing this document, an attempt has been made to translate as literally as possible without jeopardising the overall continuity of the text. Inevitably, however, differences may occur in translation and if they do, the Dutch text will govern by law.

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.

INCORPORATION

of the foundation:

Stichting Archives Portal Europe Foundation,
with registered office in the municipality of The Hague

Today, the twenty-seventh day of October two thousand fourteen, appeared before me, *mr.* Frank Jan Oranje, civil-law notary practising in The Hague:

Mr **Karel Henri Velle**, residing in [REDACTED],
born in [REDACTED],
holder of a Belgium passport with number [REDACTED]
[REDACTED]

The person appearing has declared that:

- he wishes to incorporate a *stichting* (foundation);
- the incorporation of this foundation is the result of the agreements that have been made in the context of the Grant Agreement, number 297355, between the European Commission and the 'Archives Portal Europe network of eXcellence' consortium of entities, in which the European Union has declared to grant financial support to the 'Archives Portal Europe network of eXcellence (APEX)' project;
- in pursuance of the work plan prepared for the 'Archives Portal Europe network of eXcellence' consortium of entities, the entities of the consortium have committed to reach agreement on sustainably maintaining the infrastructure of

- the Archives Portal Europe after the end of the 'Archives Portal Europe network of eXcellence (APEX)' project and to incorporate an Archives Portal Europe Foundation in order to sustain the Archives Portal Europe;
- this Archives Portal Europe Foundation is intended as a non-profit organisation, the organisation of which will be strongly affiliated to the cultural institutions of the involved European States, in order to be able to coordinate policy and objectives on cultural and scholarly matters, both at a national and a European level.

The person appearing has further declared that he, taking account of the considerations set out above, hereby incorporates a foundation and adopts the following articles of association for this stichting:

ARTICLES OF ASSOCIATION.

Definitions.

Article 1.

In these articles of association the following terms have the meanings as stated below:

- a. annual plan: the annual plan including budget, as meant in article 24;
- b. articles of association: these articles of association that govern the internal organisation of the foundation;
- c. assembly of associates: the body of the foundation charged with overseeing the policy of the governing board and the general course of affairs in the foundation, as meant in article 17. The assembly of associates is expressly not intended to refer to a general meeting of members (*algemene ledenvergadering*) as meant in article 2:40 of the Dutch Civil Code;
- d. associate: an entity that qualifies as a European archive institution, and has been admitted as such by the board of the foundation following the prior approval of the assembly of associates, as meant in article 21. An associate is expressly not intended to mean a member (*lid*) of an association (*vereniging*) as meant in article 2:26 of the Dutch Civil Code;
- e. board member: a member of the governing board of the foundation;
- f. bureau: the foundation's bureau charged with the preparation and implementation of the decisions of the governing board of the foundation, as meant in article 16;
- g. content provider: an entity or legal person making available to the Archives Portal Europe the data and/or metadata from its archive, without this corresponding to an obligation to pay a contribution, as meant in article 22;
- h. foundation: Stichting Archives Portal Europe Foundation, the internal organisation of which is governed by these articles;

- i. governing board: the governing board of the foundation, as meant in article 5;
- j. management committee: the management of the foundation charged with the administration of the bureau, as meant in article 16.

Name and registered office.

Article 2.

- 2.1. The foundation bears the name: **Stichting Archives Portal Europe Foundation**. The abbreviated name of the foundation is: **Stichting APEF**.
- 2.2. It has its registered office in the municipality of The Hague.

Object.

Article 3.

- 3.1. The object of the foundation is:
 - a. maintaining and managing the Archives Portal Europe by enriching, maintaining, updating, expanding and improving the accessibility of the (meta)data contained in the Archives Portal Europe;
 - b. maintaining and enhancing the infrastructure of the Archives Portal Europe for the benefit of its associates, content providers and users;
 - c. acting as (inter)national aggregator for the content of European archives to Europeana, andperforming all further acts that may be related or beneficial to the above in the widest sense of the word.
- 3.2. The foundation does not intend to achieve a profit by the totality of its activities that are aimed at promoting or realising its object.

Capital.

Article 4.

The capital of the foundation shall be formed by:

- a. income from the foundation's activities;
- b. contributions from the associates;
- c. subsidies and endowments;
- d. that which is acquired through testamentary dispositions and specific legacies, on the understanding that testamentary dispositions may only be accepted under the benefit of inventory;
- e. other incomes.

Governing board: composition, appointment and end of office.

Article 5.

- 5.1. The foundation shall have a governing board comprising a number of natural persons to be determined by the assembly of associates, this being at least five and no more than seven natural persons. An incomplete governing board

retains its powers. Any vacancies that arise shall be provided for as soon as possible.

- 5.2. The board members are appointed by the assembly of associates.
- 5.3. As member of the governing board of the foundation can only be appointed a natural person with a management position (preferably at a senior level) at a European archive institution. Whether a natural person satisfies the qualities required by the previous sentence is at the discretion of the assembly of associates.
- 5.4. The president of the governing board is appointed by the assembly of associates. The secretary and the treasurer, or, in lieu of the latter two, the secretary-treasurer, are appointed by the governing board from among its members.
- 5.5. Board members shall be appointed for a maximum duration of four years and resign according to a schedule of resignation as adopted by the governing board. A board member who resigns in accordance with the schedule shall be eligible for immediate re-election, albeit no more than once.
- 5.6. The assembly of associates may suspend or dismiss a board member. A suspension that is not followed by a resolution to dismiss within three months shall terminate upon the passing of this period of time.
- 5.7. A board member shall additionally leave office:
 - a. upon his or her death;
 - b. by being declared bankrupt, petitioning for court protection from creditors or requesting debt restructuring in the meaning of the Dutch Bankruptcy Act or an equivalent statutory scheme under foreign law that is applicable to the board member concerned;
 - c. by being placed under administration or otherwise losing the power to freely disposition of his or her assets;
 - d. by his/her voluntary resignation, according to the schedule mentioned in article 5.5 or otherwise;
 - e. by loss of the capacity mentioned in article 5.3;
 - f. by accepting an appointment as member of the assembly of associates;
 - g. by his or her dismissal, granted by the District Court in such cases as provided for by law.
- 5.8. A decision to suspend or dismiss as meant in article 5.6 requires at least two thirds of the votes cast in a meeting of the assembly of associates in which two thirds of the members of the assembly of associates are present or

represented. If a meeting of the assembly of associates is not attended or represented by at least two thirds of the members of the assembly of associates, a second meeting shall be convened, to be held no sooner than two and no later than four weeks after the first meeting, in which second meeting valid decisions can be taken about this suspension or dismissal by a majority of two thirds of the votes cast, provided in this meeting at least half of the members of the assembly of associates are present or represented. Notice must be given in the convocation to the second meeting that and why this decision to suspend or dismiss can be taken in a meeting in which only half of the members of the assembly of associates need to be present or represented.

- 5.9. If one or more board members are absent or unable to act, the remaining board members shall be responsible for the entire management. If all board members are absent or unable to act or if the only board member is absent or unable to act, the person(s) specifically designated for that purpose by the assembly of associates - who may or may not be members of the assembly of associates - shall temporarily be charged with the management.

Governing board: duties and powers.

Article 6.

- 6.1. The governing board is charged with the management of the foundation.
- 6.2. The governing board is authorised to resolve to enter into agreements for the purchase, alienation or encumbrance of registered properties or agreements in which the foundation commits itself as surator or a joint and several debtor, stands surety for a third party or commits to provide security for a third party's debt. The resolutions described in the previous sentence are subject to the prior approval of the assembly of associates.
- 6.3. The assembly of associates is authorised to subject resolutions other than those referred to in article 6.2 to its prior approval. Such resolutions must be clearly described and must be notified to the governing board in writing.

Governing board: convening meetings.

Article 7.

- 7.1. Governing board meetings shall be held whenever the president or at least two of the other board members call a meeting, but at least once a year.
- 7.2. The meetings of the governing board are convened in writing by the person or persons referred to in article 7.1, or on their behalf by the secretary at least seven days in advance and specifying the business to be dealt with. If a board member agrees, he or she can be called to the meeting by a reproducible message transmitted electronically to an address that he or she has specified

for this.

- 7.3. The meetings of the governing board shall be held at a location in the Netherlands or in the country holding the presidency of the European Union, to be determined by the person(s) convening the meeting or on whose behalf the meeting is convened.
- 7.4. Meetings of the governing board may also be held by telephone or video conference, provided each participating board member can hear the deliberations and can be heard by the other board members.
- 7.5. In the event the provisions specified in article 7.2 and/or article 7.3 have not been followed, the governing board may nonetheless take valid decisions if all board members are represented at the meeting and none of the board members then opposes the decision-making, or – if the meeting is not attended by the full governing board – the board members not attending the meeting have prior to the meeting declared in writing that they do not oppose the decision-making. In the latter case, the provisions of the first sentence of article 10.4, apply without prejudice. The requirement that the statement be made in writing is satisfied if the statement is recorded electronically.

Governing board: right to attend meetings.

Article 8.

- 8.1. Governing board meetings may be attended by the board members and those persons invited by the president or by two other board members jointly.
- 8.2. A board member may have him or herself represented at the meeting by a fellow board member. A written authorisation must be given for this. The requirement that this authorisation be made in writing shall be satisfied if the statement is recorded electronically. The authorisation to represent does not have privative effect. A board member can only represent one other fellow board member at the meeting.

Governing board: presiding of meetings.

Article 9.

The president of the governing board shall chair the meetings of the governing board. In the absence of the president, the meeting shall provide for its own chair. Until that time the chairmanship of the meeting shall be observed by the board member attending the meeting longest in office.

Governing board: decision-making in meetings.

Article 10.

- 10.1. The chairman of the meeting shall determine the manner in which votes are conducted in the meeting, on the understanding that at the request of a board

member votes on persons shall be conducted by written ballot.

- 10.2. Insofar as these articles of association do not stipulate a larger majority, all decisions of the governing board are taken by an absolute majority of votes cast.
- 10.3. Every board member is entitled to cast one vote. Blank votes shall be considered as not having been cast. In the event of a hung vote on business, the motion shall be considered rejected. In the event of a hung vote in the election of persons, the decision shall be taken by drawing lots. If in an election among more than two persons no candidate achieves an absolute majority, a new vote shall be held between the two persons who achieved the largest number of votes, if necessary following an intermediate vote.
- 10.4. Unless these articles of association provide otherwise, the governing board can only take valid resolutions in a meeting in which at least half of the board members are present or represented. If in a meeting less than half of the board members are present or represented, a second meeting is called, to be held no sooner than two and no later than four weeks after the first meeting, in which second meeting, regardless of the number of present or represented board members, valid decisions can be taken on the items placed on the agenda in the first meeting, which could not be decided on in said meeting because of the absence of quorum. The convocation to the second meeting must state that and why a decision can be taken independently of the number of board members present or represented at the meeting.
- 10.5. The judgment given by the chairman of the meeting on the outcome of a vote is decisive. The same applies to the contents of any resolution taken, to the extent that the vote did not concern a motion put in writing. If, immediately after the chairman pronounces his/her judgment on the vote, the correctness of said judgment is disputed, a new vote shall be held, if the majority of the meeting, or, if the original vote was not held by roll call or in writing, if a person present and eligible to vote demands so. This new vote shall cause the legal consequences of the original vote to lapse.

Governing board: decision-making outside of the meeting.

Article 11.

All resolutions of the governing board may also be taken outside of the meeting, provided all board members are given the opportunity to cast their vote and they have all declared in writing not to oppose such manner of decision-making. A resolution is taken as soon as the required majority of all board members have declared to be in favour of the proposal in writing. In writing is also understood to include a message

sent and reproducible by electronic means. The secretary of the governing board shall draw up a report of resolutions taken outside of the meeting, which will be adopted in the next following meeting and in evidence thereof will be signed by the chairman and the minute taker of said meeting. The report thus adopted shall be attached to the minutes of the meeting of the governing board, together with the documents as referred to in the first sentence of this article.

Governing board: conflicts of interest.

Article 12.

- 12.1. A board member shall not participate in the deliberations and will refrain from voting on a board resolution if he or she has a direct or indirect personal interest with respect to the subject of the resolution that conflicts with the interest of the foundation. The board member is entitled to attend the meeting of the governing board concerned, on the understanding that he or she shall not be counted when determining the number of board members present or represented with respect to the board resolution concerned.
- 12.2. If on the basis of the provisions of the first sentence of article 12.1 no board member at all can participate in the decision-making, the resolution shall be taken by the assembly of associates.

Governing board: minutes of the meetings.

Article 13.

Minutes shall be kept of the business discussed in the meetings of the governing board by the secretary or by the person indicated by the chairman of the meeting. The minutes shall be adopted in the same or in the next following meeting, in evidence of which they shall be signed by the chairman and the minute taker of said meeting. The minutes and the documents referred to in article 11 shall be made available for perusal for all other board members and the members of the assembly of associates at the address of the president or the secretary. Every such person shall be provided with a copy or extract of these documents on request, against at most the cost price.

Governing board: representation.

Article 14.

- 14.1. The governing board shall represent the foundation.
- 14.2. Power to represent is also granted to the president or two board members acting jointly.
- 14.3. The governing board may decide to grant a power of attorney to one or more board members, or to third parties, to represent the foundation within the boundaries of said power of attorney.

Governing board: remuneration.

Article 15.

The assembly of associates shall set the terms and conditions for any remuneration for board members. The level of any remunerations should be in line with that which is deemed appropriate as remuneration for comparable work in the public sector and may not exceed the maximum amount for directors' remuneration in this sector - on the basis of the regulations as then in force.

Bureau and management committee.

Artikel 16.

- 16.1. The foundation has a bureau to prepare and implement the resolutions of the governing board. The management of this bureau shall be charged to a management committee comprising a number of members of the management committee as determined by the governing board.
- 16.2. Members of the management committee are appointed by the governing board and may be suspended or dismissed by the governing board.
- 16.3. The appointment, suspension and dismissal of the other personnel of the foundation shall be carried out by the management committee, albeit within the framework of the staffing and employment terms policy as adopted by the governing board.
- 16.4. Every member of the management committee is as a rule entitled to attend meetings of the governing board and may cast an advisory vote, unless the governing board decides to meet in his absence. The member of the management committee present at a meeting will provide all information desired by the governing board.
- 16.5. The management committee shall adopt standing orders in which its compositions, duties, authorities and working methods are set out. This adoption requires the approval of the governing board.
- 16.6. The governing board shall determine the remuneration and other terms of employment of the members of the management committee. The level of the remuneration must be in line with that which is considered appropriate as remuneration for comparable work in the public sector.

Assembly of associates: composition, appointment and end of office.

Artikel 17.

- 17.1. An assembly of associates shall be charged with overseeing the policy of the governing board and the general course of affairs in the foundation, consisting of no more than as many natural persons as there are associates. An incomplete assembly of associates retains its powers. Any vacancies that arise shall be provided for as soon as possible.

- 17.2. The assembly of associates may resolve to designate one or more executive members and one or more non-executive members from among their number. Where these articles of association mention the assembly of associates, this is taken to mean the assembly of associates as comprising the executive and non-executive members, unless expressly provided otherwise.
- 17.3. The assembly of associates shall appoint a chairman and a secretary from among its members. If the assembly of associates has decided to designate executive members, the executive members shall appoint the chairman and secretary of the assembly of associates from among their number.
- 17.4. Every associate is appointed as a member of the assembly of associates by the assembly of associates, on the understanding that every associate is represented by one natural person as designated by the associate. If the associate does not designate a natural person to represent the associate concerned, no appointment shall take place. Upon appointing a member of the the assembly of associates the assembly of associates may also determine whether this member is an executive or non-executive member of the assembly of associates.
- 17.5. Only natural persons with a management position (preferably at a senior level) at a European archive institution may be appointed as members of the assembly of associates. Whether a natural person satisfies the qualities required by the previous sentence is at the discretion of the assembly of associates.
- 17.6. Any vacancies that arise must be provided for as soon as possible. After a vacancy arises the associate concerned shall therefore as soon as possible, though no later than within three weeks after the vacancy arises, inform the assembly of associates in writing about the person who can be appointed on behalf of the associate by the assembly of associates.
- 17.7. Members of the assembly of associates are appointed for a maximum duration of four years and resign according to a schedule of resignation as adopted by the assembly of associates; a member of the assembly of associates who resigns in accordance with the schedule is eligible for immediate re-election albeit no more than once.
- 17.8. A member of the assembly of associates shall cease office:
 - a. upon his or her death;
 - b. by being declared bankrupt, petitioning for court protection from creditors or requesting debt restructuring in the meaning of the Dutch Bankruptcy Act or an equivalent statutory scheme under foreign law

- that is applicable to the member of the assembly of associates concerned;
- c. by being placed under administration or otherwise losing the power to freely disposition of his or her assets;
 - d. by his/her voluntary resignation according to the schedule mentioned in article 17.6 or otherwise;
 - e. by loss of the capacity mentioned in article 17.5;
 - f. by accepting an appointment as board member;
 - g. by his/her dismissal, granted by the assembly of associates, whether or not at the request of the associate who designated the member of the assembly of associates concerned as his representative;
 - h. because the associate that appointed the member of the assembly of associates ceases to be an associate as meant in article 21.3.
- 17.9. The member of the assembly of associates who is subject to dismissal in the meaning of article 17.8 (g) shall be entitled to attend and speak at the meetings of the assembly of associates concerning this matter, on the understanding that he or she will not be counted in determining the number of members of the assembly of associates attending or represented. Moreover, he or she may not vote with respect to his or her dismissal. However, the second sentence of this paragraph shall not apply if at that time the assembly of associates only consists of two members.
- 17.10. A resolution to dismiss in the meaning of article 17.8 (g) requires at least two thirds of the votes cast in a meeting of the assembly of associates in which at least two thirds of the members of the assembly of associates are not present or represented. If at least two thirds of the members of the assembly of associates are present or represented in a meeting of the assembly of associates, a second meeting shall be convened, to be held no sooner than two and no later than four weeks after the first meeting, in which second meeting valid decisions can be taken with respect to this dismissal by a majority of two thirds of the votes cast, provided in this meeting at least half of the members of the assembly of associates are present or represented. Notice must be given in the convocation to the second meeting that and why a resolution for this dismissal can be taken in a meeting in which only half of the members of the assembly of associates need to be present or represented.

Assembly of associates: allocation of tasks and duties.

Artikel 18.

- 18.1. If the assembly of associates has decided to designate from among its members one or more executive members and one or more non-executive members, as meant in article 17.2, the assembly of associates will adopt written regulations setting out the further rules and the specific duties with which each executive member of the assembly of associates will be charged.
- 18.2. The governing board shall timely provide the assembly of associates with the necessary information for the performance of its tasks and duties and shall additionally provide every member of the assembly of associates all information concerning the business of the foundation as requested. The assembly of associates is authorised to access all books, documents and other data carriers of the foundation; every member of the assembly of associates shall at all times have access to the spaces and grounds used by the foundation.
- 18.3. The assembly of associates may engage the assistance of one or more experts for the performance of its duties, the costs of which shall be for the foundation.

Assembly of associates: meetings, decision-making and conflicts of interest.

Artikel 19.

- 19.1. The provisions in article 7, article 8, article 9, article 10, article 11 and article 13 of these articles of association apply to the assembly of associates as much as possible by analogy, on the understanding that board members only have access to the meetings of the assembly of associates if they have been invited to them by the assembly of associates. The assembly of associates shall meet at least once a year.
- 19.2. A member of the assembly of associates shall not participate in the deliberations and will refrain from voting on a resolution of the assembly of associates if he or she has a direct or indirect personal interest with respect to the subject of the resolution that conflicts with the interest of the foundation. The member of the assembly of associates is entitled to attend the meeting of the assembly of associates concerned, on the understanding that he or she shall not be counted when determining the number of members of the assembly of associates present or represented with respect to the resolution concerned.
- 19.3. If on the basis of the provisions of the first sentence of article 19.2 no member of the assembly of associates at all can participate in the decision-making, the/those person(s) who do(es) have a personal interest shall participate in the deliberations and vote after all. In such case an extract of the minutes referred to in article 13 or the report as referred to in article 11, giving notice of the

personal interest, shall be attached to the statement of income and expenditure for the financial year in which the resolution was taken.

- 19.4. Further rules on the functioning of the assembly of associates may be laid down in standing orders that shall be adopted by the assembly of associates after conferring with the governing board.

Combined meeting of the governing board and the assembly of associates.

Artikel 20.

- 20.1. The governing board and the assembly of associates shall convene a combined meeting at least once a year to discuss past and future policy in general terms.
- 20.2. The governing board and the assembly of associates are equally entitled to convene such a meeting.
- 20.3. The combined meetings shall be led by the chairman of the assembly of associates.

Associates.

Article 21.

- 21.1. The foundation shall have associates.
- 21.2. Associate of the foundation can only be any entity that qualifies as a European archive institution. An associate is admitted as such by the governing board after prior approval by the assembly of associates.
- 21.3. A associate shall cease to be an associate:
- a. by ceasing to exist;
 - b. by no longer satisfying the requirements for being an associate as stipulated in article 21.2;
 - c. by the associate being declared bankrupt, petitioning for court protection from creditors or requesting debt restructuring in the meaning of the Dutch Bankruptcy Act or an equivalent statutory scheme under foreign law that is applicable to the associate concerned;
 - d. by the associate being placed under administration or otherwise losing the power to freely dispose of his/her/its assets;
 - e. by cancellation by the associate;
 - f. by cancellation by the board, after consulting the assembly of associates.

Cancellation as referred to in (e) and (f) can only take place effective from the end of the financial year, observing a two-month term of notice. However, an associate or the governing board can issue immediate cancellation as referred to in (e) and (f) if it cannot reasonably be demanded of the associate or the governing board that the associate continues to remain an associate of the

foundation. A associate can additionally also immediately cancel the associateship as referred to in (e) within one month after a resolution has been taken in which the monetary duties of the associates have been increased has become known or been communicated; the resolution shall as of then no longer apply to the associate. A resolution as meant in (f) can only be taken by a majority of at least two thirds of votes cast in a meeting in which at least two thirds of all board associates are present or represented.

- 21.4. Every associate has the duty vis-à-vis the foundation to pay a contribution fee, the amount of which is annually determined by the assembly of associates. This contribution may vary per associate. The assembly of associates shall prepare, at the board's instigation, standing orders in which the rules in respect of the contributions are recorded.
- 21.5. If an associate ceases to be an associate in the course of a financial year, he/she/it nonetheless shall be held to pay the established contribution for the full year.
- 21.6. A associate that is a legal entity shall be represented with respect to the rights and duties associated with associateship by a representative appointed by said legal entity, on the understanding that this representative may not also be a board member or member of the assembly of associates of the foundation.
- 21.7. The governing board shall keep a register containing the names and addresses of all associates. Every associate has the duty to notify the board of his/her/its address in writing. If an electronic address is also specified with the objective to have this included in the register of associates, this furnishing automatically constitutes agreement to have all notices and announcements as well as convocations to meetings be sent electronically.

Content providers.

Article 22.

- 22.1. The Archives Portal Europe as maintained and developed by the foundation shall have content providers. A content provider is an entity or legal person making available to the Archives Portal Europe the data and/or metadata ('content') from its archive.
- 22.2. Providing content will be following the rights and obligations as settled and agreed in the content provider agreement, to be signed by the foundation and each content provider. The governing board may adopt regulations setting out or changing rules in respect of the delivery of content. The adoption of these regulations requires the approval of the assembly of associates. Providing content will not be subject to any charge or payment at any time.

- 22.3. The content providers will be part of a network that will meet when needed to share information and knowledge.
- 22.4. Every country represented in the network of content providers shall assign a country manager. A country manager can be a representative of the National Archives, national aggregators or other organisations and institutions on condition that they are able to support the content providers in organisational, administrative and technical matters.
- 22.5. Content providers are subject to no other rights and obligations than the rights and obligations expressly conferred on them by or in pursuance of these articles of association.

Committees.

Article 23.

- 23.1. The governing board may decide to institute or disband committees. When instituting each committee, the governing board shall formulate the remit for which the working group or committee is being set up.
- 23.2. Third parties, besides board members and/or associates (or their representatives), may be appointed to the committees set up by the governing board. The governing board shall appoint and dismiss the members of the committees instituted by it and shall determine the number of members of each committee.
- 23.3. All matters concerning committees will be governed by means of standing orders.

Annual plan.

Article 24.

- 24.1. The governing board shall each year prepare an annual plan for the following financial year. The annual plan shall at least include those topics and those notices that the assembly of associates deems desirable and which have been communicated to the governing board in writing and on time.
The annual plan prepared by governing board shall be timely submitted by the governing board to the assembly of associates for its approval, following which approval by the assembly of associates it shall be adopted by the governing board.
- 24.2. The governing board shall act as much as possible in accordance with the most recently adopted annual plan, on the understanding that the governing board shall require the approval of the assembly of associates for any expenditure not covered by the adopted annual plan.

Financial year and accounts.

Article 25.

- 25.1. The financial year of the foundation is the same as the calendar year.
- 25.2. The governing board is under obligation to keep records of the financial condition of the foundation and of all matters relating to the foundation's work in accordance with the requirements stemming from this work and to keep the appropriate books and records and other data carriers in such manner that the rights and obligations of the foundation can be known from these at any time.
- 25.3. The governing board is under obligation to annually, within six months after the end of the financial year, record and draw up on paper the foundation's balance sheet and statement of income and expenditure. The drawn up balance sheet and statement of income and expenditure require the approval of the assembly of associates. To this end these documents shall be sent to the assembly of associates as soon as they have been drawn up. Before granting its approval, the assembly of associates shall instruct the governing board to have the balance sheet and statement of income and expenditure reviewed by a registered accountant or accountant-administrative consultant in the meaning of article 393 of Book 2 of the Dutch Civil Code as designated by the assembly of associates. If the governing board does not proceed to do this, the assembly of associates is empowered to do so. The expert shall report his findings of his audit to the assembly of associates and will present the outcome of his audit in a statement on the faithfulness of the documents referred to in the previous sentence. The expert shall inform the governing board of his report.
- 25.4. The governing board is under obligation to keep the books, documents and other data carriers referred to in the previous paragraphs during seven years.
- 25.5. The data recorded on a data carrier, excluding the balance sheet and the statement of income and expenditure, which are drawn up on paper, may be transferred to another data carrier and kept, if and insofar the transfer takes place with a correct and full representation of the data and that these data are available during the entire period of keeping and can be rendered readable within a reasonable time.

Standing orders.

Article 26.

- 26.1. The governing board may adopt, amend or cancel standing orders in which further rules are given on the functioning of the foundation and its governing board.
- 26.2. The adoption, amendment and cancellation of standing orders shall be subject

to the provisions of article 27.2 and article 27.3 by analogy.

Amendment of the articles of association.

Article 27.

- 27.1. The assembly of associates and the governing board are, each individually and subject to the provisions of this article, empowered to amend the articles of association. A resolution by the governing board to amend the articles of association shall be subject to the written approval of the assembly of associates.
- 27.2. A resolution to amend the articles of association requires a majority of two thirds of the votes cast in a meeting in which at least two thirds of the board members or the members of the assembly of associates are present or represented. If the aforementioned quorum is not present in a meeting in which a resolution to amend of the articles of association has been tabled, a second meeting shall be convened, to be held no sooner than two and no later than four weeks after the first meeting, in which second meeting valid decisions can be taken by a majority of two thirds of the votes cast, provided in this meeting at least half of the board members or the members of the assembly of associates are present or represented. Notice must be given in the convocation to the second meeting that and why a resolution to amend the articles of association can be taken in a meeting in which only half of the board members or the members of the assembly of associates need to be present or represented. The provision in article 10.4, second sentence, of these articles of association is not applicable to a resolution to amend the articles of association.
- 27.3. The convocation to the meeting in which a motion to amend the articles of association will be tabled shall always specify this. Additionally, a copy of the motion, containing the literal text of the proposed amendment, shall be enclosed with the convocation. In this case, the convocation must be sent at least two weeks in advance.
- 27.4. An amendment of the articles of association shall only come into force after a notarial deed has been drawn up thereof. Every board member is authorised to have such deed executed.
- 27.5. The board members are under obligation to file an authentic copy of the amendment and the amended articles of association at the offices of the commercial register.

Dissolution and liquidation.

Article 28.

- 28.1. The assembly of associates and the governing board are, each individually, empowered to dissolve the foundation. A resolution by the governing board to dissolve the foundation shall be subject to the written approval of the assembly of associates.
- 28.2. The resolution to dissolve the foundation shall be subject to the provisions of article 27.2 and article 27.3 by analogy.
- 28.3. After the dissolution of the foundation, the governing board shall liquidate the foundation, unless the court or the resolution to dissolve has appointed one or more other liquidators.
- 28.4. The liquidators shall notify the commercial register of the dissolution, as well as the fact that they are acting in such capacity and provide the personal details as a board member is required to.
- 28.5. Any positive balance post liquidation shall be transferred to those who were associates at the time of the resolution to dissolve. The surplus will be divided in proportion to the contribution of each associate in the last three financial years. However, the positive balance may also be given another destination in the resolution to dismiss the positive balance.
- 28.6. After dissolution the foundation shall continue to exist insofar as this is required for the liquidation of its capital. During liquidation the provisions of these articles of association will remain in force to the greatest possible extent. Documents and notices sent by the foundation must specify the words "under liquidation" after the foundation's name.
- 28.7. At the end of the liquidation the books, documents and other data carriers of the dissolved foundation will be kept by the custodian appointed by the governing board in its resolution to dissolve, for a period of seven years after the foundation has ceased to exist. This person is under obligation to within eight days after his duties as custodian commence to file his instructions and name and address at the commercial register.

Transitory clauses.

First financial year.

Article 29.

The first financial year of the foundation ends on the thirty first of December two thousand and fifteen. This article 29 and its heading shall lapse after the end of the financial year.

Associates, members of the assembly of associates and board members.

Article 30.

- 30.1. The first associates of the foundation are hereby admitted. This deed also for the first time appoints the members of the assembly of associates and the board members.
- 30.2. In deviation of the provisions in article 5.1 for the first time only three natural persons will be appointed as board members of the foundation, which three natural persons, or the natural persons taking their place, will constitute the full governing board of the foundation until the first of January two thousand and sixteen.
- 30.3. In deviation of the provisions in article 5.4 for the first time the chairman of the governing board will be appointed by the assembly of associates, during the first meeting of the assembly of associates after the incorporation of the foundation. This board meeting can be convened, in deviation of the provisions of articles 7.1 and 7.2, by every member of the assembly of associates.
- 30.4. This article 30 and its heading shall lapse on the first of January two thousand sixteen.

Content provider agreement.

Article 31.

Any content provider agreement signed before the incorporation of the foundation - during the lifetime of the APEX project - will be transferred to the foundation, as the project's successor, without any changes.

END OF ARTICLES OF ASSOCIATION.

Closing statement.

Lastly, the person appearing stated that upon this incorporation:

- a. are admitted as associates of the foundation:
1. the **Nationaal Archief**, an agency of the State of the Netherlands, with address: (2595 BE) The Hague, Prins Willem Alexanderhof 20, registered in the commercial register of the chamber of commerce under number 27377964;
 2. the **Algemeen Rijksarchief en Rijksarchief in de Provinciën**, a scientific institution of the Federal State of Belgium, with address: (1000) Brussel (Belgium), Ruisbroekstraat 2, with company number: 0875.388.475;
 3. the **Archives Nationales de Luxembourg**, a public service of the State of Luxembourg, with address: (L-1475) Luxembourg (Luxembourg), Plateau du Saint Esprit;
 4. the **Subdirección General de los Archivos Estatales**, an element of the Ministerio de Educación, Cultura y Deporte of the State of Spain,

- with address: (28004) Madrid (Spain), Plaza del Rey, 1. Planta 0, and
5. the **Riksarkivet**, a public government agency of the State of Sweden, with address: (102 29) Stockholm (Sweden), P.O. Box 125 41 (Fyrverkarbacken 13).
- b. are appointed members of the assembly of associates:
1. Mr Karel Henri Velle, [REDACTED]
[REDACTED]
[REDACTED], which individual is deemed to have been appointed as the representative of the associate: the Algemeen Rijksarchief en Rijksarchief in de Provinciën, aforementioned;
 2. Ms Irene Mechthildes Maria Geertruda Gerrits, [REDACTED]
[REDACTED]
[REDACTED], which individual is deemed to have been appointed as the representative of the associate: the Nationaal Archief, aforementioned;
 3. Ms José Justine Nicole Kirps, [REDACTED]
[REDACTED], which individual is deemed to have been appointed as the representative of the associate: the Archives Nationales de Luxembourg, aforementioned;
 4. Mr Severiano Hernández Vicente, [REDACTED]
[REDACTED], which individual is deemed to have been appointed as the representative of the associate: the Subdirección General de los Archivos Estatales, aforementioned, and
 5. Mr Björn Karl Ragnar Jordell, [REDACTED]
[REDACTED]
[REDACTED], which individual is deemed to have been appointed as the representative of the associate: the Riksarkivet, aforementioned.
- c. are appointed as board members of the foundation:
1. Ms Karin Anita Huguet van Honacker, [REDACTED]
[REDACTED]
[REDACTED]

2. Mr Jan Adrianus Agema, [REDACTED]
[REDACTED]
[REDACTED]
3. Mr Luis Antonio Castrillo-Aguilera, [REDACTED]
[REDACTED]
[REDACTED]

Conclusion of deed.

The person appearing is known to me, civil-law notary.

WHEREOF DEED, passed in The Hague on the date first hereinbefore written.

After the substance of this deed had been communicated and explained to the party appearing, the party appearing declared, in good time before this deed was passed, that he had had the opportunity to take cognisance of its content and had actually taken cognisance of its content, agreed to the content of this deed and did not require a full reading aloud of the deed.

Immediately after the reading aloud of such sections of this deed which are required by law to be read aloud, this deed was signed first by the party appearing and then immediately afterwards by me, civil-law notary.