

In this translation an attempt has been made to be as literal as possible without jeopardizing the overall continuity.

Inevitably, differences may occur in translation, and if so the Dutch text will by law govern.

CONCEPT DATED ~~25 JUNE 2021~~ 24 MAY 2023
FOR THE PURPOSE OF DISCUSSION ONLY

ESTABLISHMENT OF ARTICLES OF ASSOCIATION
THE NIAS FELLOWS ASSOCIATION (NFA)

2018S14542HD.OMZ

Today, *, appeared before me, ~~Paul Robert Schut~~ Cecile Anne Maria Rijnja-Witlox, civil-law notary in Amsterdam:

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The person appearing, acting in the aforesaid capacity, declared that:

- I. **The NIAS Fellows Association (NFA)**, an association with limited legal capacity, with its registered office in Amsterdam, the Netherlands, and its address at Kloveniersburgwal 29, Het Trippenhuis, 1011 JV Amsterdam, the Netherlands (~~hereinafter referred to as:~~ the "**Association**"), was founded on the twenty-fourth day of June nineteen hundred and seventy-seven. The articles of association of the Association have not yet been recorded in a notarial deed.
- II. In an extraordinary general meeting of the Association, held on [*], it has been, among others, resolved:
 - a. to establish the articles of association of the Association and have these recorded in a notarial deed;
 - b. to authorise the person appearing to execute the notarial deed.

The minutes of said meeting have been attached to this deed.

The person appearing, acting in the aforesaid capacity, declared hereby that the Association will be governed by the articles of association laid down below:

ARTICLES OF ASSOCIATION:

Definitions:

Article 1.

1. In these articles of association, the following terms are taken to mean:

affiliate	a person connected to the Association, such as former, current members of staff and the scientific advisory committee of NIAS.
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general meeting members	the body of the association that is formed by the or a meeting of members (or their representatives) and other persons with meeting rights.
board	the board of the association.
board member	a member of the board.
fellow	a researcher who has been entered into a fellowship agreement with NIAS.
Golestan Foundation	Golestan Stichting, a foundation (" <i>stichting</i> "), under the laws of the Netherlands, registered with the Trade Register under number 41154595.
member	a member with rights as provided in these articles of association.
NIAS	Netherlands Institute for Advanced Study in the Humanities and Social Sciences, a legal entity governed by public law (" <i>publiekrechtelijk rechtspersoon</i> ") under the laws of the Netherlands, registered with the Trade Register under number 54667089.
in writing	conveyed by letter, telefax, or email, or through a message via another commonly used means of communication and which can be received in writing.
association	the association of which the internal organisation is governed by these articles of association.

2. References to articles are references to individual articles, or groups of articles, contained in these articles of association, unless expressly indicated otherwise.
3. Reference to the singular shall include the plural (and vice versa).

Name and registered office:

Article 2.

The association will have as its name: **The NIAS Fellows Association (NFA)**.

It has its registered office in Amsterdam, the Netherlands.

Objective:

Article 3.

1. The association will have as its objectives:
 - a. to promote and strengthen ties between the association and former, present and future fellows and promote the optimum functioning of the fellows community;
 - b. doing all that which is, in the broadest sense, associated with the foregoing.
2. The association, which is above and outside any political and/or commercial relationship, and where all free speech with respect to religious or political beliefs can be heard, will try to achieve these objectives by lawful means by:
 - a. arranging meetings and lectures;
 - b. offering benefits for dues-paying members;

- c. circulating information;
 - d. fulfilling its role in the Golestan Foundation. This includes contributing to the election of the Golestan Foundation board members and participating in the Golestan Foundation Board meetings without voting right; and
 - e. doing all that which is, in the broadest sense, associated with the foregoing.
3. The association will not seek to make a profit.

Members:

Article 4.

1. Members must be natural persons.
2. Members can only be fellows and former fellows of NIAS.
3. The board keeps a register containing the names and addresses of all members. If a member has consented to receiving notices of general meetings electronically, the members' register shall also contain the e-mail addresses of such member.
4. Every member is obliged to inform the association of his/her address and any change of address in writing; this address will continue to apply in respect of the association as long as the member has not communicated another address to the association in writing. All consequences of failure to communicate his/her address and changes of address are at the risk and expense of the member.

Affiliates:

Article 5.

1. Affiliates must be natural persons.
2. Affiliates can only be persons who are connected to the association, such as former and current members of staff of NIAS and the NIAS's scientific advisory committee.
3. The board keeps a register containing the names and addresses of all affiliates. If an affiliate has consented to receiving notices of general meetings electronically, the affiliates' register shall also contain the e-mail addresses of such affiliate.
4. Every affiliate is obliged to inform the association of his/her address and any change of address in writing; this address will continue to apply in respect of the association as long as the affiliate has not communicated another address to the association in writing. All consequences of failure to communicate his/her address and changes of address are at the risk and expense of the affiliate.

Admission:

Article 6.

1. The board decides on the admission of members, with due observance of the provisions of article 4 paragraph 2.
2. The board decides on the admission of affiliates, with due observance of the provisions of article 5 paragraph 2.

End of membership:

Article 7.

1. Membership ends:
 - a. on the death of the member;

- b. on notice of termination by the member;
 - c. on notice of termination by the association. Such termination may occur if:
 - a member no longer meets the membership requirements set by the articles of association;
 - a member fails to fulfil his/her obligations to the association; or
 - continuation of membership cannot reasonably be required from the association;
 - d. on expulsion. Expulsion can only be proclaimed if a member acts contrary to the articles of association, bylaws or decisions of the association, or unreasonably prejudices the association.
2. Termination by the association will be effected by the board.
 3. Termination of membership by the member or by the association can only be effected in writing throughout the association year and with due observance of a notice period of four weeks. However, membership may be terminated immediately if the association or the member may not reasonably be required to continue the membership. Termination contrary to the provisions of this article will cause the membership to end at the earliest possible moment following the date of notice.
 4. In addition, a member can terminate membership with immediate effect within a month after being informed of a decision to convert the association into another legal entity or to merge or demerge the association.
 5. Expulsion from membership will be effected by the board.
 6. The person involved may lodge an appeal against a decision by the association to terminate membership on the grounds that the association cannot reasonably be required to continue membership and against a decision to effect expulsion from membership at the general meeting within a month of receiving notice of the decision. He/she will be notified of the decision in writing, stating reasons, as soon as possible. The member will be suspended during the appeal period and pending the appeal.

End of the capacity as an affiliate:

Article 8.

The capacity as an affiliate ends:

- a. on the death of the affiliate
- b. on written notice of termination by the affiliate;
- c. when the affiliate becomes a member of the association.

Means:

Article 9.

1. The funds of the association consist of the life-time dues of members, inheritances, legacies, donations and other income.
2. The members are obliged to pay the life-time dues to be determined by the general meeting in the bylaws.
3. In exceptional cases, the board is authorised to grant a full or partial exemption of the obligation to pay life-time dues.

Board – composition:

Article 10.

1. a. The board of the association is composed of at least five (5) persons. The number of board members is determined by the general meeting. Board members are appointed by the general meeting.
- b. At least two board members must be members of the association.
- c. At least two board members must be staff of NIAS. These board members are therefore affiliates of the association.
2. If the number of board members falls below the set number, the remaining board members, or as the case may be the only remaining board member, will form an authorised board. However, the board is obliged to convene a general meeting as soon as possible to fill the vacancy or vacancies.

End of board membership – suspension:

Article 11.

1. Every board member may be removed or suspended by the general meeting at any time. A suspension which is not followed by a decision to remove the person involved within three months will end by the mere lapse of this period.
2. The board membership ends:
 - a. for a board member appointed from the members: on termination of membership of the association;
 - b. on resignation in writing (resigning from the board);
 - c. on the death of the board member;
 - d. on removal of the board member;
 - e. on the expiration of the board member's term of office.
3. Board members are in office for a term of maximum of three years. After expiration of this first term of office, the board member can be reappointed once for a term of maximum of three more years.
4. In the event of the absence of all directors or the sole director, the association shall temporarily be managed by a person to be appointed for that purpose by general meeting, for which purpose each member is authorised to convene a meeting.
The person who is designated to perform management tasks in the event of vacancies or the absence of the director(s) pursuant to this paragraph is considered a director as far as these management tasks are concerned. The person thus appointed will convene a general meeting at the earliest convenience to allow the general meeting to appoint new board members.

Board positions – decision-making by the board:

Article 12.

1. The board appoints from among its members an executive board, consisting of a chair, a secretary and a treasurer, as well as any deputies. One person cannot hold more than two different positions at the same time.

2. The chair's decision, pronounced at a board meeting, on the outcome of a vote will be binding. The same applies for the contents of a decision taken, insofar as a vote was taken on a proposal not laid down in writing.
3. All decisions are taken by an absolute majority of the votes in a meeting in which at least two board members within the meaning of Article 10 paragraph 1(b) are present or represented. Each board member has only one vote. In the event of a tied vote, the general meeting will take a decision. Further regulations with regard to the meetings of and decision-making by the board may be recorded in bylaws.
4. The board is not authorised to decide on the entering into agreements:
 - a. for obtaining, disposing of or encumbering property subject to registration;
 - b. whereby the association commits itself as surety or as joint and several debtor;
 - c. whereby the association warrants performance of a third party;
 - d. whereby the association provides security for a debt of a third party.
5. If a director has a direct or indirect personal interest in a proposed resolution of the management board which conflicts with the interests of the association and/or its affiliated organization connected with it, he shall inform the management board immediately.
6. A director may not participate in the deliberation and decision-making if he has a conflict of interest as referred to in paragraph 5. When, because of such an exclusion, a management board resolution would not be possible, the decision may nevertheless be made by the management board with a written statement of the considerations underlying the decision.

Management duties – representation:

Article 13.

1. Except for the limitations pursuant to the articles of association, the board is responsible for the management of the association.
2. The directors shall carry out their duties in accordance with the best interests of the association and its affiliated organization.
3. The board is authorised to have certain parts of its duties carried out under its responsibility by special committees appointed by the board.
34. The association is represented by:
 - a. either the board; or
 - b. two board members acting jointly.

Administration – financial year – annual report – accountability:

Article 14.

1. The board is obliged to keep records of the financial position of the association and everything concerning the activities of the association, in accordance with the requirements ensuing from these activities, and keep the associated accounts, documents, and other data carriers in such a way that the rights and obligations of the association can be known from them at any time.

2. The association year runs from the first day of January up to and including the thirty-first day of December.
3. The financial year is equal to the association year.
4. The board reports on the course of events within the association and the policies pursued in a general meeting to be held within six months of the end of the association year, except where this period has been extended by the general meeting. The board will submit the balance sheet and the statement of income and expenditure to the meeting for approval. These documents are signed by the board members; if the signature of one or more of them is missing, this will be reported stating reasons. After the expiry of the term, each of the joint board members may claim fulfilment of these obligations at law.
5. The board is obliged to retain the documents, which can be electronically stored, as referred to in article 14 paragraphs 1 and 4, for seven years.

General meeting:

Article 15.

1. The general meeting shall be granted all powers within the association, which have not been assigned to the board by law or by the articles of association.
2. Annually, no later than within six months after termination of the association year, a general meeting – the annual general meeting – shall be convened pursuant to the provisions in Article 19. The business of the annual general meeting shall comprise amongst other things:
 - a. the annual report referred to in Article 14, with the report of the board referred to therein;
 - b. the filling of any existing vacancies;
 - c. motions of the board or the members announced in the notice convening the meeting.
3. Moreover, the general meetings shall be held as often as the board considers appropriate [or in the event referred to in article 11 paragraph 4.](#)
4. Furthermore, at the written request of at least ten members, the board must convene a general meeting with due observance of a period of up to four weeks after the request has been made. If the request has not been complied with within seven days, the persons making the request may convene a meeting themselves by notice pursuant to Article 19 or by placing an advertisement in a daily newspaper which is generally read in the location of the registered office of the association.
5. The persons making the request may then charge others than the board members with the chairpersonship and secretariat of the meeting and with taking the minutes.

Admission and voting rights:

Article 16.

1. Admission to the general meeting shall be open to members, board members and affiliates of the association. Suspended members and suspended board members shall only be admitted to the general meeting in which the decision of their suspension is discussed; suspended members and suspended board members shall be authorised to address the meeting regarding their suspension.

2. The general meeting shall decide on admission of other persons to the meeting.
3. Each member of the association who is not suspended, shall have one vote.
4. Where a board member is not a member, he/she shall have as such an advisory vote in the general meeting.
5. A member may by written proxy, including by proxy granted electronically, be represented at a general meeting, in order to attend the meeting, speak at it and - if it regards members who also have voting rights - exercise voting rights at such meeting. Such proxy may be given to any member, who shall hold no more than two proxies.

Chairpersonship – minutes:

Article 17.

1. The general meeting shall be chaired by the chair of the board or the deputy. In the absence of the chair and deputy, one of the other board members to be appointed by the board shall act as chair. If a chair is not appointed in this way either, the meeting shall make its own arrangements in this respect.
2. The secretary or another person appointed by the chair to this end shall take minutes of the proceedings of each meeting, which minutes shall be adopted and signed by the chair and the minute taker. Those convening the meeting may have a record of the proceedings drawn up. The content of the minutes or the notarial record shall be notified to the members.

Passing of resolutions by the general meeting:

Article 18.

1. The judgement pronounced by the chair of the general meeting about the outcome of a vote shall be decisive. The same applies to the contents of a resolution which has been passed, in so far as voting was on a motion which had not been set out in writing.
2. If the correctness of the chair's judgement is challenged by a member immediately after it has been pronounced, a new vote shall be taken by roll call or ballot. This new vote shall nullify the legal consequences of the original vote.
3. To the extent that this is not otherwise provided by the articles of association or by law, all resolutions of the general meeting shall be passed by an absolute majority of the votes validly cast or by oral acclamation.
4. When determining the extent to which members are present or represented, no consideration shall be given to the members who cannot cast a vote pursuant to the law or these articles of association.
5. Blank votes and invalid votes shall be considered not to have been cast.
6. If there is an equal division of votes on the election of persons, the drawing of lots shall decide the issue.
7. If the vote on business matters is tied, no resolution shall be adopted.
8. All voting shall take place orally, unless the chair considers a written vote appropriate or one of the persons eligible to vote requires this prior to voting.

Written votes must be cast by unsigned, sealed ballots. Resolutions may be passed by acclamation unless one of the persons eligible to vote and present at the meeting objects to this.

9. A unanimous resolution of all the members, whether or not a meeting is held, will have the same force as a resolution of the general meeting, provided that it is passed with the prior knowledge of the board.
10. As long as all members are present or represented at the general meeting, valid resolutions may be adopted on all matters, provided that they are passed unanimously, even in the absence of a convocation or where the meeting was not convened in the prescribed manner or if the provisions for convening and holding meetings have not been observed.

Convocation of general meetings:

Article 19.

1. The general meetings shall be convened by the board or the person referred to in article 11 paragraph 4 in the event referred therein. The convocation takes place in writing to the addresses of the members according to the members' register referred to in Article 4 paragraph 4. The period for convening the meeting shall be at least seven days, not including the date of the convocation and the date of the meeting.
2. The notice convening the meeting must state the matters to be discussed.

Amendment of the articles of association:

Article 20.

1. These articles of association may - notwithstanding the provisions in Article 18 paragraph 9 - only be amended by a resolution of a general meeting, convened with the announcement that an amendment of the articles of association will be proposed at this meeting.
2. The persons who have convened the general meeting to discuss the amendment of the articles of association must make available for inspection a copy of the motion in which the proposed amendment(s) has been included verbatim no later than fourteen days prior to the meeting at a suitable location for the members until after the end of the date of the meeting.
3. A resolution to amend the articles of association of the association – notwithstanding the provisions in Article 18 paragraph 9 - shall be adopted by an absolute majority of the votes in a meeting in which at least twenty (20) members are present or represented.
4. An amendment of the articles of association shall not take effect until a relevant notarial deed has been drawn up. Any board member is authorised to have the deed executed.

Dissolution:

Article 21.

1. The association may be dissolved by resolution of the general meeting. The provisions in Article 20 paragraphs 1, 2 and 3 apply by analogy.
2. The liquidation shall be carried out by the board unless the general meeting decides otherwise.

3. The financial balance after liquidation shall be spent on a recipient non-profit or charitable organisation suggested by the board and confirmed by the general meeting. However, the resolution to dissolve may provide that the surplus may be put to other use.
4. Following the liquidation, the books and documents of the dissolved association shall remain in the custody of a person to be appointed by the liquidators for a period prescribed by law.

Bylaws:

Article 22.

1. The general meeting may adopt bylaws which it may amend at any time.
2. The bylaws must not contain any provisions that contradict these articles of association.

CONCLUSION DEED

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

This deed has been executed at Amsterdam on the date mentioned at the head of this deed.

The contents of this deed have been stated and explained to the person appearing by me, civil law notary.

Furthermore the consequences of this deed have been pointed out to the person appearing. The person appearing declared to have in good time taken cognizance of the contents of this deed and to agree with the contents.

Thereupon, after a limited part of this deed had been read out, it has been signed by the person appearing and by me, civil law notary.

Document comparison by Workshare 10.0 on woensdag 24 mei 2023
16:22:20

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