

JW/D44055

INCORPORATION OF ASSOCIATION (RP.376)

The eighth of May
nineteen hundred and ninety-eight
there appeared before me, Izaak Kijlstra LL.M., civil law notary
officiating in Delft:

1. Mr Cornelis Pronk, civil servant, residing at VVV, born in
WWW on the XXX, holder of passport number YYY, ZZZ,
who stated that for the purposes of this matter he was acting
for himself and as attorney authorized in writing by:

2. Mr Peter Lucas, university professor, residing at AAA, born
in BBB on the CCC, holder of passport number DDD, EEE,

3. Mr Nico Plat, computer scientist, residing at KKK, born in
LLL on the MMM, holder of passport number NNN, OOO.

The power of attorney appears from a private power of attorney
or management form/power of attorney, which will be attached to
this deed. Sufficient proof of the above-mentioned power of
attorney has been given me, notary.

The appearers, acting as mentioned, stated that they were hereby
incorporating an association and laying down for the purpose the
following

ARTICLES.Name and seat.Article 1.

The name of the association will be: Formal Methods Europe and
its registered office will be situate in the municipality of
Delft.

Object and resources.Article 2.

1. The object of the association shall be:

- to stimulate the use of formal methods by European industry.
- to promote international co-operation among researchers and
users of formal methods, with the object: to exchange ideas,
to identify common interests and to make links between
research and areas of application.

2. It tries to achieve this object by:

co-ordinating, initiating and supporting conferences, workshops and training courses in the field of formal methods;

- giving security for the benefit of third parties;
- disseminating information about experiences, tools, projects, standards, research, publications and conferences via newsletters, books, publications in the press, publications via the worldwide computer network (WEB) and a programme of meetings;
- co-operating with all appropriate (government) institutions working in the field of formal methods, including the European commission;
- and furthermore by all other legal means.

3. The association defines a formal method as "a technology for software engineering that uses a mathematical notation and that has a solid mathematical foundation". The association will interpret this broadly with the intention to include all methods by which computer systems (hardware and software) can be developed with precision and strictness.

4. The membership of the association shall be open to present and future users of formal methods and to other interested persons and legal persons. The members will be requested to give brief particulars of their involvement with formal methods (if present) so that the association may assess the level of knowledge and use of formal methods.

Duration.

Article 3.

The association has been incorporated for an indefinite period.

Membership.

Article 4.

1. The association shall have ordinary members, honorary members and institutional members.

Whenever these articles or rules determined or resolutions passed by virtue of these articles make mention of a member or members, this shall include the ordinary, institutional members as well as honorary members unless something else has been provided or has evidently been intended.

2. Ordinary members shall be those persons who have applied for membership to the board and have been admitted as such to the association by the board.

If admission is refused by the board the general meeting

may resolve on admission as yet.

The general meeting may delegate this power to a committee to be appointed from their number consisting of at least three persons who may not be members of the board.

3. Honorary members shall be the persons who have been appointed as such by the meeting by virtue of their special merits for the association and have accepted their appointment.

4. Institutional members may only be legal persons who have agreed to give a substantial contribution and have been admitted as such to the association.

Article 5.

1. The membership shall be personal and therefore not susceptible of transfer or transmission.

2. The membership of an institutional member shall be exercised by one representative of the legal person who has been designated for the purpose by the management of that legal person, irrespective of the provisions in the articles and/or rules of the relevant member. This representative may not be an ordinary member as well. Such a designation may only be withdrawn with a simultaneous written designation of a replacement.

Admission

Article 6.

1. Application as a member shall be made in writing on a form determined by the board.

2. The board shall decide about the admission with observance of the provisions of article 4(2).

3. In the event of admission the member shall be entered in the register of members.

4. Rejection of an application shall be made by the board by registered letter. The person rejected shall have an opportunity to appeal from the rejection within one month after its despatch. The appeal shall be decided by the next general meeting, which may resolve on admission as yet.

Article 7.

1. The membership shall end:

a. by the death of the member. If a legal person is a member of the association his membership shall end if he ceases to exist, also if this cessation of existence is the result of a merger;

b. by the member's resignation;

- c. by the association's notice of termination;
- d. by expulsion.

2. The member may only resign the membership by the end of a financial year, provided it is done in writing and with observance of at least four weeks' notice.

Nevertheless immediate termination of the membership by resignation shall be possible:

- a. if continuation of the membership cannot be required in reason;
- b. within one month after a resolution in which the rights of the members have been restricted or their obligations have been increased has become known or been communicated to a member;
- c. within one month after a member has been informed of a resolution on conversion of the association into another legal form or on merger.

If a resignation has not been made in time, the membership shall continue until the end of the next financial year.

3. Termination of the membership by the association may also only be effected by the end of a financial year. The termination shall be effected by the board, in writing and with observance of at least four weeks' notice.

The association may only terminate the membership if the association cannot be required in reason to allow the membership to continue.

The provisions of the last sentence of the preceding paragraph shall apply accordingly.

4. Expulsion from the membership may only be pronounced if a member acts contrary to the articles, rules or resolutions of the association such as would be the case inter alia in the event of the member's non-payment or late payment of his annual contribution in spite of a reminder, or if a member harms the association in an unreasonable manner.

The expulsion shall be effected by the board, which shall inform the relevant member of the resolution as soon as possible with a statement of reasons.

The person concerned shall be empowered to appeal to the general meeting within one month after receipt of the notification. During the period of appeal and pending the appeal the member shall be suspended.

The resolution of the general meeting on expulsion will have to be passed by a majority of at least two thirds of the votes cast.

The provisions of article 4(2), last sentence, shall apply accordingly.

5. If the membership ends in the course of a financial year, the full annual contribution shall nevertheless remain payable by the member.

6. The board may suspend a member who acts contrary to the articles, rules or resolutions of the association or harms the association in an unreasonable manner for a period to be determined by the board with a maximum of six (6) months. The provisions of paragraph 4 concerning an "appeal" shall apply accordingly.

Contributors

Article 8.

Contributors shall be those persons who have been admitted as such by the board. The board shall be empowered to have the contributorship ended by written notice of termination.

Contributors shall be obliged to give the association an annual financial contribution whose minimum size shall be determined by the general meeting.

Contributors shall always be entitled to terminate their contributorship, on which occasion the contribution for the current financial year shall remain due.

Financial resources.

Article 9.

1. The financial resources of the association shall consist of the annual contribution of the ordinary members and the contributors, any admission fees, inheritances, specific legacies, gifts and other income.

2. Every ordinary member shall annually owe an amount, which amount shall be determined by the general meeting.

Except in the event that the general meeting explicitly determines that the honorary members also have the above-mentioned obligation to make a contribution they shall be exempted from it.

3. The institutional members shall be obliged to pay an annual contribution, which shall be determined by the board.

4. In special cases the board shall be empowered to grant exemption from financial obligations in full or in part.

Board.Article 10.

1. The board shall consist of an odd number of at least three and at most seven persons, who shall designate a chairman, a deputy chairman, a secretary and a treasurer from their number. The positions of secretary and treasurer may be held by one person. If the board consists of more than three persons the chairman, deputy chairman, the secretary and the treasurer shall jointly constitute the executive committee.
2. The officers shall be appointed by the general meeting from the members. The general meeting shall also determine the number of officers. In deviation from the above the first officers shall be appointed in this deed.
3. Officers may always be suspended and dismissed by the general meeting with a statement of reasons. With regard to suspension or dismissal the general meeting shall resolve by a majority of two thirds of the votes cast.
4. If in the event of suspension of an officer the general meeting has not resolved on his dismissal within three months afterwards, the suspension shall end. The suspended officer shall be given an opportunity to account for his actions at the general meeting and may be assisted by a counsel on that occasion.
5. Officers shall retire at the latest at the third annual meeting after the one of their appointment. In this connection a year shall be the period between two successive annual general meetings. The officers shall retire in accordance with a rota to be prepared by the board; an officer retiring in accordance with the rota shall be available for reappointment immediately.

Anyone appointed to an interim vacancy shall take the place of his predecessor.

6. Existing vacancies shall be filled as soon as possible. An incomplete board shall remain competent to act as a board.

Article 11.

1. The board shall be entrusted with managing the association. Any executive committee shall be entrusted with the daily management of the association. The board may delegate tasks and powers to a possible executive committee until further notice.

2. Subject to the provisions of paragraph 3 of this article the board shall also be empowered to resolve on entering into agreements to acquire, alienate or encumber registered property and to enter into agreements in which the association binds itself as surety or several co-debtor, gives a guarantee for a third party or binds itself as security for a debt of someone else.

3. The board shall require the approval of the general meeting for resolutions to enter into agreements as described above in paragraph 2.

Without the above-mentioned approval the association may not be duly represented with regard to these legal acts.

4. The board shall be empowered to have certain parts of its task performed under its responsibility by committees that are appointed by the board.

Article 12.

1. The board shall represent the association.

2. The powers of representation shall also be due to the chairman together with the secretary or the treasurer, or the secretary together with the treasurer if these last-mentioned positions are not held by the same person.

3. The board may grant a power of attorney to one or more officers, and also to others both jointly and separately to represent the association within the limits of that power of attorney.

Policy plan/Budget

Article 13.

1. The board shall draw up a policy plan in which it has been indicated what work must be performed in the next financial year and in what ways this will be done. At the same time that plan shall contain a budget of the costs involved.

2. The board shall submit the policy plan with budget to the general meeting for approval. The meeting at which the policy plan must be approved must be held prior to the association year to which the plan relates.

3. The general meeting may not approve the plan in any other way than by a resolution passed by a majority of at least two thirds of the votes cast.

4. The board shall not be empowered to carry out (part of) a policy plan before it has been approved by the general meeting.

The general meeting.

Article 14.

1. The general meetings shall be held in a place to be determined by the board.

2. The general meeting shall be convened by written communication (also including E-mail) to the persons entitled to vote, at not less than fourteen days' notice.

In the convening notice the subjects to be discussed shall be stated.

3. A unanimous resolution of all the members, even if they are not convened at a meeting shall have the same force as a resolution of the general meeting, provided it has been passed with prior knowledge of the board.

Article 15.

1. Admitted to the general meeting shall be the members who have not been suspended, the persons who belong to the bodies of the association and also the persons who have been invited for the purpose by the board and/or the general meeting. A suspended member shall have access to the meeting at which the resolution on suspension is discussed and shall be empowered to speak at it.

2. The above-mentioned members shall be entitled to vote at the general meeting. Each of them shall have one vote. Anyone who has the right to vote may grant another person entitled to vote a written proxy to cast his vote. A person entitled to vote may only act as a proxy for a maximum of two persons.

3. Blank votes and invalid votes shall be considered votes not cast.

4. A unanimous resolution by all the persons who are entitled to vote at the general meeting, even if they are not convened at a meeting, shall have the same force as a resolution of the general meeting, provided it has been passed with prior knowledge of the board.

5. The chairman shall determine the manner in which the votes shall be taken at the general meeting.

6. All resolutions for which no greater majority is prescribed by law or by these articles shall be passed by an absolute majority of the votes cast.

If the votes are tied on things the proposal shall be rejected. If the votes are tied in an election of persons the matter shall be decided by the drawing of lots.

If in an election among more than two persons nobody has obtained an absolute majority a revote shall be taken between the two persons who received the greatest number of votes, if necessary after an interim vote.

Article 16.

1. The general meetings shall be conducted by the chairman or the deputy chairman or, in the absence of both, by the oldest officer present. If no officers are present, the meeting shall choose its own chairman.

2. The opinion expressed by the chairman at the general meeting concerning the outcome of a vote shall be decisive. The same applies to the contents of a resolution passed in so far as no vote was taken on a proposal laid down in writing (also including E-mail).

3. The proceedings at the general meeting shall be laid down in minutes by the secretary or by a person designated by the chairman.

These minutes shall be adopted at the same or at the next general meeting and signed as proof thereof by the chairman and the secretary of that meeting.

Article 17.

1. Apart from the general meeting referred to in article 14 general meetings shall be convened by the board as often as it deems this desirable.

2. At the written request of at least such a number of members as is empowered to cast one tenth of the votes at a complete general meeting, the board shall be obliged to call a general meeting at not more than four weeks' notice after submission of the request.

If the request is not complied with within thirty days the persons making the request may proceed to call the meeting themselves. The persons making the request may then charge others than members of the board with the conduct of the meeting and the drafting of the minutes.

3. If no written (also including E-mail) convening notice of the general meeting is made the general meeting may nevertheless pass valid resolutions provided at least such a number of persons entitled to vote is present at the meeting as is entitled to cast half the number of votes that may be cast at a complete meeting and none of them nor the board opposes the passing of the resolutions.

If the call to the general meeting was made at shorter notice than prescribed the general meeting may nevertheless pass valid resolutions unless such a number of the persons present as is entitled to cast one tenth of the votes at that meeting opposes it. The provisions of the first sentence of this paragraph shall apply accordingly to the passing of resolutions by the general meetings in respect of subjects that were not stated on the agenda.

Financial year, annual accounts and audit committee.

Article 18.

1. The financial year of the association shall be equal to the calendar year.

2. Annually at least one general meeting shall be held and this within six months after the end of the financial year, barring extension of this period by the general meeting. At this general meeting the board shall present its annual report about the course of business in the association and about the policy conducted. It shall submit the balance sheet and the statement of income and expenditure with notes to the meeting for approval. These documents shall be signed by the officers; if the signature of one or more of them is lacking this shall be stated with reasons.

3. If concerning the truthfulness of the documents referred to in the preceding paragraph no statement originating with an accountant designated by the board as referred to in section 393(1) of Book 2 of the Civil Code is submitted to the general meeting, the general meeting shall annually appoint a committee of at least two members who may not be members of the board.

4. The board shall send to the committee the documents referred to in paragraph 2 at least one month before the day on which the general meeting will be held at which they will be discussed.

The committee shall examine these documents and report its findings to the general meeting.

5. The board shall be obliged to give the committee, for the benefit of its examination, all information requested by it, to show it the cash and the values if desired and to allow it to inspect the books and documents of the association.

6. If, in the view of the committee this examination demands

special bookkeeping knowledge, it may be assisted by an expert at the expense of the association.

Amendment of the articles.

Article 19.

1. The articles may only be amended by a resolution of the general meeting, called with the statement that an amendment of the articles will be proposed there.
2. The persons who have made the call to the general meeting to discuss a proposal to amend the articles must deposit a copy of that proposal in which the proposed amendment has been included verbatim in a suitable place for inspection by the members at least five days before the day of the meeting until after the end of the day on which the meeting was held.
3. The general meeting may only resolve on amendment of the articles by a majority of at least two thirds of the votes cast.
4. The amendment of the articles shall only take effect after a notarial deed has been prepared thereof. Each of the officers shall be empowered to have the deed of amendment of the articles executed.
5. The provisions of the paragraphs 1 and 2 of this article shall not apply if at the general meeting all the persons entitled to vote are present or represented and the resolution on amendment of the articles has been passed unanimously.
6. The officers shall be obliged to deposit an authentic copy of the deed of amendment of the articles and a complete continuous text of the articles as they read after the amendment at the office of the register of associations kept by the Chamber of Commerce and Industry.

Dissolution and liquidation.

Article 20.

1. The provisions of the preceding article, paragraphs 1, 2, 3 and 5 shall apply accordingly to a resolution of the general meeting to dissolve the association.
2. In its resolution referred to in the preceding paragraph the general meeting shall lay down the destination for the credit balance and this as much as possible in accordance with the object of the association.
3. The association shall be liquidated by the board.
4. After the dissolution the association shall continue to exist in so far as this is necessary for the liquidation of

its capital. During liquidation the provisions of the articles shall remain in force as much as possible. In documents and announcements originating with the association the words "in liquidation" must be added to its name.

5. The association shall cease to exist at the time at which no profits known to it or to the liquidator(s) are present any more. The liquidator(s) shall notify the cessation of existence to the registers where the association is registered.

Article 21.

1. The books and papers of the dissolved association must be kept for ten years after the end of the liquidation. The keeper shall be the person who has been designated as such by the liquidators.

2. Within eight days after the start of his keeper's obligation the keeper must state his name and address to the registers where the association was registered.

Codes of rules

Article 22.

1. The general meeting may lay down and alter one or more codes of rules in which subjects are regulated for which these articles do not or not fully provide, such as the obligations of the members other than for payment of the contribution.

2. A code of rules may not contain any provisions that are contrary to the law or to these articles.

3. The provisions of Article 19(1), (2) and (5) shall apply accordingly to resolutions to determine and to amend a code of rules.

Final statement.

Initially appointed as officers of the association shall be:

- Mr P. Lucas as chairman;
- Mr N. Plat as secretary;
- Mr C. Pronk as treasurer;

Mr Plat and Mr Pronk stated that they accepted their appointments as members of the board for themselves, and Mr C. Pronk furthermore stated, as attorney of the other member of the board, that he also accepted the appointment as a member of the board on his behalf.

Whereof an original deed was executed in Delft on the date mentioned at the head of this deed.

The appearers are known to me, notary.

The identities have been ascertained in accordance with a document as referred to in section 1 of the Compulsory Identification Act, whose nature and number are stated in this deed alongside the personal particulars of the respective appearer.

After the gist of this deed had been stated to the appearers they stated that they had taken note of the content of this deed and did not desire it to be read out in full.

Subsequently, after being read out in part, this deed was signed by the appearers and me, notary.