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Date

20 July 2022

Version

Adopted by the Executive Board on 17-05-2022
Approved by the University Council on 18-05-2022
Consent by the Supervisory Board on 08-06-2022

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ARTICLES
HOGESCHOOL UTRECHT
FOUNDATION

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ARTICLES HOGESCHOOL UTRECHT FOUNDATION

with registered office in Utrecht, as they read after the execution of the deed of amendment to the Articles on 20 July 2022 in the presence of M.G. Vrielink LL.M., civil-law notary in Utrecht.

The foundation is registered in the Commercial Register under number 30140523.

CHAPTER 1. DEFINITIONS OF TERMS

Article 1. Definitions of terms

- 1.1 In these Articles, the terms below have the meaning set out after them:
- (a) **Incapacity to Act:** incapacity or inability to act as referred to in Book 2 of the Dutch Civil Code, including the situation in which the person concerned has indicated in writing that during a specific period he is prevented from acting;
 - (b) **Code:** the Good Governance Sector Code of the 'Vereniging Hogescholen' (Association of Universities of Applied Sciences) as it may read from time to time;
 - (c) **Executive Board:** the board of the Foundation within the meaning of the law, also the executive board within the meaning of the 'WHW' (Wet op het hoger onderwijs: Higher Education and Research Act);
 - (d) **University of Applied Sciences:** the institution for higher professional education as maintained by the Foundation;
 - (e) **University Council ('Hogeschoolraad, HSR'):** the participation council as referred to in the WHW;
 - (f) **Supervisory Board:** the Supervisory Board of the Foundation;
 - (g) **Written/in writing:** by letter, telefax, email, or by a legible and reproducible message sent by other electronic means, provided the identity of the sender can be established with sufficient certainty;
 - (h) **Articles:** these Articles;
 - (i) **Foundation:** the foundation whose internal organisation is governed by these Articles;
 - (j) **Supervisor:** every member of the Supervisory Board;
 - (k) **WHW:** 'Wet op het hoger onderwijs en wetenschappelijk onderzoek' (Higher Education and Research Act) as it may read from time to time.
- 1.2 References to articles shall refer to articles of these Articles, unless the contrary is apparent.
- 1.3 Wherever these Articles refer to a person in the masculine form, they also refer to the feminine form.
- 1.4 Unless the contrary is evident, a reference to a term or word in the singular also includes a reference to the plural of that term or word, and vice versa.

CHAPTER 2. NAME, REGISTERED OFFICE, OBJECTIVE AND RESOURCES

Article 2. Name and registered office

- 2.1 The name of the Foundation is: Hogeschool Utrecht Foundation.
- 2.2 The registered office of the Foundation is in the municipality of Utrecht.

Article 3. Objective and basis

- 3.1 The objective of the Foundation is to maintain one or more institutions for higher professional education such as referred to in the WHW, and to perform all acts following therefrom or relating thereto in the broadest sense, or which may be conducive thereto.
- 3.2 This objective inter alia involves the following:
- (a) the developing, establishing and maintaining of higher vocational education, including the developing of services for society (including the offering of care and/or other services), practice-based research, subsequent education, post-doctoral programmes and post professional higher education;
 - (b) promoting the collaboration with other higher professional education institutions;
 - (c) collaborating in other legal entities and companies for education and research purposes, together with others or not.
- 3.3 The Foundation may perform all acts that can directly or indirectly promote the achievement of the objective or that are related to this, including the acquiring, operating, encumbering and disposing of immovable property and cooperating with and participating in and conducting the management of other legal entities and organisations, either alone or together with others.
- 3.4 The Foundation is a public foundation with its own board and bases its activities on the following principles:
- (a) all human beings are fundamentally equal and all have the right to opportunities to develop according to their own nature and abilities;
 - (b) a contribution must be made to the promotion of a society which is based on fairness and protection of the weak, allowing its members to lead their lives with the greatest possible freedom and autonomy;
 - (c) the University of Applied Sciences must be an active meeting place for various philosophical and social views and must offer students the opportunity to make their mark on their studies in terms of philosophical and social aspects within the University of Applied Sciences;
 - (d) social functioning shall be characterised by the targeted training of the student and the preparation for independent functioning in professional practice and society, in which the student is aware of his own responsibility for the consequences of his actions for his fellow man, the formation of society and the management of nature and the environment. Learning to accept this responsibility forms an integral part of the professional training programme.
- 3.5 The Foundation is a non-profit foundation.

Article 4. Resources

The Foundation has the following resources:

- (a) the capital of the Foundation;
- (b) revenues from property owned by the Foundation;
- (c) governmental contributions;
- (d) subsidies;
- (e) gifts, testamentary dispositions and bequests;
- (f) income from tuition, course, and registration fees and contributions from trainees and students for non-subsidised costs;
- (g) income from contract research and contract teaching;
- (h) income from publications, patents and other intellectual property rights;
- (i) other legally acquired income and resources.

CHAPTER 3. BODIES OF THE FOUNDATION

Article 5. Bodies of the Foundation

5.1 The Foundation has the following bodies:

- (a) the Executive Board; and
- (b) the Supervisory Board.

5.2 Each body is authorised to establish one or more committees and/or working groups charged with the execution of certain tasks of that body (under the responsibility of that body) and/or to prepare resolutions to be adopted by that body. The body that has instituted a committee or working group is also authorised to dissolve the committee or working group concerned.

5.3 Committees and working groups may be temporary or of a (more or less) permanent nature. The composition of each committee or working group, the way in which its members are appointed and dismissed, its task and powers as well as the way in which decisions are made within these working groups shall be laid down by the body that has instituted them, whether by separate regulations or not.

CHAPTER 4. EXECUTIVE BOARD

Article 6. Executive Board: tasks and powers

6.1 General tasks

Without prejudice to the restrictions included in these Articles, the Executive Board is charged with the management of the Foundation, including but not limited to:

- (a) the general course of affairs within the Foundation;
- (b) the representation of the Foundation towards third parties.

On the basis of the WHW, subject to the approval from the Supervisory Board and after approval from the University Council, the Executive Board adopts Board and Administrative Regulations as referred to in the WHW, setting regulations for the management, administration and organisation of the University of Applied Sciences.

6.2 Performance of tasks and Code

With respect to the fulfilment of their tasks, the members of the Executive Board shall be guided by the interest of the Foundation and the organisation affiliated with it. The members of the Executive Board conduct a collegiate body while respecting the specific tasks and responsibilities of each of the members of the Executive Board.

In managing the Foundation, the Executive Board shall observe the provisions of the Code.

6.3 Restrictions of management powers

Subject to the approval from the Supervisory Board, the Executive Board is authorised to enter into agreements concerning the acquisition, alienation and encumbering of registered property, and to enter into agreements by which the Foundation binds itself as surety or as joint and several co-debtor, warrants performance by a third party or binds itself as surety for the debt of another and also to represent the Foundation with respect to these acts. The Executive Board shall only be authorised to accept testamentary dispositions subject to the privilege of an estate inventory.

Article 7. Executive Board: size and composition

- 7.1 The Executive Board consists of a chairman and no more than two other persons.
- 7.2 Only natural persons may be appointed as member of the Executive Board.
- 7.3 An incomplete Executive Board retains its powers.

Article 8. Executive Board: appointment, suspension and dismissal of members of the Executive Board

8.1 Appointment of members of the Executive Board

The Supervisory Board is authorised to appoint, suspend and dismiss members of the Executive Board. With respect to appointments, a balanced distribution of seats between men and women shall be taken into account as far as possible. Subject to the provisions of the WHW, the Supervisory Board shall institute a selection committee for the appointment of a member of the Executive Board.

8.2 Profile of members of the Executive Board

The Supervisory Board shall prepare a general profile for the composition of the Executive Board, at least based on expertise, skills and diversity. The Supervisory Board shall prepare a specific profile for each vacancy in the Executive Board. The Supervisory Board shall grant the Executive Board the opportunity to give its prior advice with respect to the profiles and the appointment of persons as member of the Executive Board. The appointment of Executive Board members shall take place on the basis of previously disclosed profiles.

8.3 Incompatibilities of Executive Board members

Members of the Executive Board cannot:

- (a) at the same time be a member of the executive board of another university of applied sciences;
- (b) be persons who are a supervisory director or, if the management tasks of a legal entity have been divided among executive and non-executive directors, be executive directors with more than two legal entities;

- (c) be persons who are chairman of the supervisory board of a legal entity or of the management board of a legal entity, if the management tasks are divided among executive and non-executive directors.

For the application of this article:

- (a) a supervisory director is considered equivalent to a person who is a member of a supervisory body that has been instituted by or pursuant to the articles (of association) of a legal party;
- (b) an appointment with various legal entities which are affiliated in a group, counts as one single appointment;
- (c) the reference to legal entity is a reference to the legal form of the public limited company and the private limited company which, at two consecutive balance sheet dates without interruption thereafter on two consecutive balance sheet dates, has not complied with at least two requirements as referred to in Section 397 (1) and (2) book 2 of the Dutch Civil Code, or the Foundation as referred to in Section 297a(1) book 2 of the Dutch Civil Code;
- (d) a temporary appointment in accordance with Section 349a(2) or Section 356 under c van book 2 of the Dutch Civil Code shall not be regarded as an appointment;
- (e) the appointment of a member of the supervisory board or non-executive director with a fund as referred to in the order in council based on Section 106a of the 'Pensioenwet' (Pension Act) and Section 110ca of the 'Wet verplichte beroepspensioenregeling' (Pension Scheme Obligatory Membership Act) shall be considered in accordance with the standards in this order in council.

8.4 Term of office Executive Board members

Members of the Executive Board shall be appointed for a period of time to be determined at the appointment of maximally four (4) years. Members may be reappointed one or more times.

8.5 Suspension Executive Board members

Each member of the Executive Board may at all times be suspended by the Supervisory Board for a period of no more than three months. A suspension that is not, within a term of no more than three months, followed by a resolution to dismiss, shall be lifted due to the lapsing of that term. A suspended Executive Board member shall be informed in writing of (the intention) of a resolution to suspend together with the reasons therefor. He shall be granted the opportunity to give account in the meeting of the Supervisory Board where the suspension is under discussion or in the next meeting thereafter, and to be assisted by counsel.

8.6 Dismissal Executive Board members

Each member of the Executive Board may at all times be dismissed by the Supervisory Board. Before it is decided that a member of the Executive Board shall be dismissed, the Supervisory Board will hear the other members of the Executive Board and the University Council. A dismissed member of the Executive Board shall be informed in writing of (the intention) of a resolution to dismiss together with the reasons therefor. He shall be granted the opportunity to give account in the meeting of the Supervisory Board where the dismissal is under discussion or in the next meeting thereafter, and to be assisted by counsel.

Article 9. Executive Board: retirement of Executive Board members.

A member of the Executive Board retires:

- (a) due to his death;
- (b) by his voluntary resignation;
- (c) by the lapsing of the term for which he has been appointed;
- (d) if he is declared bankrupt, applies for a suspension of payments or requests application of the debt management scheme as referred to in the 'Faillissementswet' (Bankruptcy Act);
- (e) due to a guardianship order, or due to a court order concerning the administration of (a part of) his assets;
- (f) if a civil-law directors' disqualification applies to him as referred to in de 'Faillissementswet' (Bankruptcy Act);
- (g) in the event of a circumstance subject to the law of any other jurisdiction, which is considered equivalent to one of the three latter cases subject to Dutch law;
- (h) by dismissal by the Supervisory Board;
- (i) if he is dismissed by the Court on the basis of Section 2:298 of the Dutch Civil Code.

Article 10. Executive Board: absence and inability to act

10.1 An Executive Board member being absent or unable to act

In the event that a member of the Executive Board is absent or unable to act, the other members of the Executive Board or the sole member of the Executive Board shall be temporarily charged with the management of the Foundation.

10.2 All members of the Executive Board being absent or unable to act

In the event that all members of the Executive Board are absent or unable to act, one or more persons to be appointed therefor, beforehand or not, by the Supervisory Board shall temporarily be charged with the tasks of the Executive Board.

Article 11. Executive Board: chairman

The Supervisory Board shall appoint one of the members of the Executive Board as chairman of the Executive Board.

Article 12. Executive Board: remuneration

The Supervisory Board may award a socially appropriate remuneration to members of the Executive Board and establish the amount of the remuneration.

Article 13. Executive Board: meetings

13.1 Calling of Executive Board meetings

Executive Board meetings can be called by each of the members of the Executive Board.

13.2 Notice term

Meetings of the Executive Board shall be called by means of a written notice subject to a notice term of at least three (3) days, the day on which this notice is sent and the day of the meeting not counted. In the event of urgent circumstances (at the discretion of the person calling the meeting), Executive Board meetings can be called subject to a notice period of one (1) day.

13.3 Convocation

The convocation notice shall set out the subjects to be discussed and the location of the Executive Board meeting.

13.4 Chairmanship: secretary of the meeting

Executive Board meetings are chaired by the chairman of the Executive Board. In the event of his absence, the chairman of the meeting shall be appointed by a majority of votes from the Executive Board members attending the meeting.

The chairman of the meeting appoints a minute-taker for the meeting.

13.5 Access to Executive Board meetings

Each (non-suspended) member of the Executive Board has access to meetings of the Executive Board. The chairman of the meeting shall decide with respect to the admittance of other persons.

13.6 Proxies

An Executive Board member can let himself be represented at the meeting by a co-member of the Executive Board authorised in writing therefor.

13.7 Electronic communication means

With the consent of the chairman of the Executive Board, members of the Executive Board may participate in Executive Board meetings by electronic means of communication, provided:

- (a) he can be identified through this means of electronic communication;
- (b) he can, with this electronic means of communication, directly take note of the proceedings during the meeting;
- (c) he can participate in the deliberations with this electronic means of communication;
- (d) he can exercise his voting right with the electronic means of communication; and
- (e) the electronic communication means involved has been approved by the Executive Board.

The Executive Board may draw up a list of means of communication approved for the attending, speaking and exercising the voting right in meetings of the Executive Board. A member of the Executive Board who participates in the meeting with this electronic means of communication, is considered to be present at the meeting.

Article 14. Executive Board: decision-making

14.1 Number of votes per Executive Board member

In Executive Board meetings, each member of the Executive Board has one (1) vote.

14.2 Adoption of board resolutions

Unless otherwise stipulated by law of the Articles, Executive Board resolutions may be adopted by a regular majority of the votes cast.

14.3 Method of voting

All votes shall be oral. However, the chairman of the meeting may stipulate that votes are cast in writing. If it concerns a vote on persons, an Executive Board member present at the meeting may also require the votes to be cast in writing. Written votes are cast by means of unsigned ballots.

14.4 Equality of votes

If, with an election of persons, no one has acquired an absolute majority of votes, there will be a second free vote. If then again, no one has acquired an absolute majority of votes, revotes shall be held until one person has acquired an absolute majority of votes, unless the votes are tied after a vote between two persons.

The revotes referred to (not including the second vote) shall each time concern a vote concerning the persons who have acquired votes in the previous vote, however, excluding the person who received the lowest number of votes in the previous vote.

If the votes are tied in the event of an election between two persons, the matter shall be decided by the drawing of lots.

If the votes are tied with respect to another subject matter than an election of persons, the vote of the chairman shall be decisive.

14.5 Contrary interest

An Executive Board member shall not take part in deliberations and decision-making if this Executive Board member has a direct or indirect personal interest that is contrary to the interest of the Foundation and the organisation affiliated with it. If all the Executive Board members have such a personal interest, then the matter shall be decided by the Supervisory Board.

14.6 Decision-making without observing the formalities for calling and holding Executive Board meetings

If in an Executive Board meeting, all members of the Executive Board are present or represented, valid resolutions can also be adopted if the meeting has not been called in the prescribed manner or if another provision concerning the calling of holding of the meeting or a relating formality has not been observed, provided all the Executive Board members in office have agreed to this manner of decision-making.

14.7 Decision-making outside of the meeting

Executive Board resolutions may also be adopted outside of the meeting, in writing or in another manner, provided the motion concerned has been presented to all the Executive Board members in office and none of them has objected to this manner of decision-making. A report shall be made of a resolution that has been adopted in writing outside of the meeting, which shall be signed by the chairman of the Executive Board. Written decision-making shall take place by means of written statements of all the Executive Board members in office.

Article 15. Approval for Executive Board resolutions

15.1 Supervisory Board's approval for resolutions

Resolutions from the Executive Board that require the approval from the Supervisory Board are those concerning:

- (a) the adoption of amendment of the Board and Administrative Regulations;
- (b) the adoption of the budget, the annual accounts, the management report, the institutional plan;
- (c) the establishment of, management participation in or termination of a management or other participation in another legal entity or partnership by The Foundation;
- (d) entering into or terminating a common arrangement;

- (e) entering into transactions involving a conflict of interest between the Foundation and a member of the Executive Board or a Supervisor, which is of material significance to the Foundation and/or the relevant member of the Executive Board or the relevant Supervisor;
- (f) the filing of a petition in bankruptcy or suspension of payments of the Foundation;
- (g) a legal merger or legal merger of the Foundation or conversion of the legal form of the Foundation into another legal form;
- (h) the transfer of a material part of the activities of the Foundation; (i) the relocation of the Foundation to another municipality.

15.2 Absence of approval

The absence of approval from the Supervisory Board of a resolution as referred to in this Article 15 does not affect the power of representation of the Executive Board or members of the Executive Board.

15.3 Approval period

The period within which approval must be given or withheld or adoption or amendment must have been effected is eight weeks from receipt of the document concerned by the Supervisory Board. At the request of the Executive Board or otherwise, the chairman of the Supervisory Board may set a period that deviates from the provisions above.

If the Supervisory Board has not responded within the set period, permission shall be deemed to have been granted.

Article 16. Executive Board: representation of the Foundation

- 16.1 The Executive Board represents the Foundation, to the extent that the law does not provide otherwise. In addition, the general power of representation is also vested in two members of the Executive Board acting jointly.
- 16.2 The Executive Board may appoint officers with general or limited powers of representation. Each of them shall represent the Foundation with due observance of the limits set to this power. The titles of these officers are determined by the Executive Board. These officers may be registered in the commercial register, stating the extent of their powers of representation.

CHAPTER 5. SUPERVISORY BOARD

Article 17. Supervisory Board: tasks, powers, information provision, support and regulations

17.1 General tasks

The task of the Supervisory Board is to supervise the policy of the Executive Board and the general course of affairs within the Foundation and the organisation affiliated with the Foundation. The Supervisory Board advises the Executive Board. In this respect, on the basis of the WHW, the Supervisory Board is also charged with:

- supervising the Executive Board's compliance with statutory obligations and its handling of the Code;

- supervising the lawful acquisition and the effective and lawful allocation and use of the resources of the University of Applied Sciences obtained on the basis of the WHW ; and
- supervising the design of the quality assurance system in accordance with the provisions of the WHW.

17.2 Performance of tasks

In the performance of their tasks, the members of the Supervisory Board act in the interests of the Foundation and the organisation affiliated to it. In the performance of its tasks the Supervisory Board observes the provisions of the Code.

17.3 Information provision

The Executive Board shall provide the Supervisory Board in good time with the information necessary for the performance of its tasks.

17.4 Support Supervisory Board

The Executive Board provides the Supervisory Board with functionally independent administrative support. The Supervisory Board has the right to endorse decisions relating to the appointment and dismissal of the secretary of the Supervisory Board.

17.5 Regulations Supervisory Board

Without prejudice to the provisions of these Articles, the Supervisory Board shall lay down its activities, its working methods in general, its dealings with the University Council, (the manner of) its evaluation and accountability in more detail in the Supervisory Board Regulations, to be adopted by the Supervisory Board with the advice of the Executive Board.

Article 18. Supervisory Board: size and composition

- 18.1 The Supervisory Board consists of a number of persons, at least five (5) and at most nine (9), to be determined by the Supervisory Board.
- 18.2 Only natural persons may be appointed as Supervisors.
- 18.3 The composition, tasks and powers of the Supervisory Board are such that the Supervisory Board can exercise proper and independent supervision and that the Supervisors can operate independently and critically with regard to each other, the day-to-day and general management of the Foundation (including the Executive Board) and any special interest.
- 18.4 An incomplete Supervisory Board retains its powers.

Article 19. Supervisory Board: appointment, suspension and dismissal of Supervisors

19.1 Appointment of Supervisors

Supervisors are appointed and dismissed by the Supervisory Board.

19.2 University Council nominating one of the Supervisors

- (a) Subject to the provisions of the Supervisory Board Regulations, one of the Supervisors is appointed after nomination by the University Council.
- (b) The nomination from the University Council shall contain the names of at least two persons and shall be made in accordance with the profile determined by the Supervisory Board.
- (c) The Supervisory Board shall inform the University Council in due time when a vacancy for which a binding nomination is to be made has to be filled from among its members.

- (d) The convocation notice for a meeting of the Supervisory Board in which the appointment of a member of the Supervisory Board for whom the right to draw up a binding nomination applies will be the subject of consideration, shall state the nomination. If a nomination has not been made or has not been made in time, this shall be stated in the convocation notice.
- (e) If the Supervisory Board decides not to appoint any of the nominated candidates, the University Council shall be given another opportunity to nominate at least two persons
- (f) If the Supervisor appointed on the basis of a nomination by the University Council should retire from office, the right of nomination as referred to in this Article shall apply to the vacancy thus created.

19.3 Profile for Supervisors

The Supervisory Board draws up a profile for its size and composition, taking into account the nature of the Foundation, its activities and the desired expertise and background of the members of the Supervisory Board. The profile will be revised if desired or necessary, but in any case on the occasion of the adoption of an amended institutional plan for the University of Applied Sciences.

In the event of a vacancy in the Supervisory Board, the Supervisory Board shall observe the applicable profile when considering an appointment. Appointments of Supervisory Board members are made on the basis of profiles made public in advance.

19.4 Incompatibilities Supervisors

Supervisors have no direct interests in the Foundation's University of Applied Sciences. They serve in a personal capacity and perform their tasks independently and without any consultation. The following persons may not act as Supervisor: persons who are supervisory director or non-executive directors of five or more other legal entities. Chairmanship of the board of supervisory directors or management board counts double if the management tasks are divided between executive and non-executive directors. For the application of this provision:

- (a) a person who is a member of a supervisory body established by or pursuant to the articles (of association) of a legal entity shall be considered equivalent to a supervisory director;
- (b) the appointment with different legal entities affiliated to each other in a group counts as one appointment;
- (c) the reference to legal entities concerns the legal form of the public limited company and the private limited company which, on two consecutive balance sheet dates, without interruption thereafter on the two consecutive balance sheet dates, have not complied with at least two of the requirements referred to in Section 397(1) and (2) of book 2 of the Dutch Civil Code, or the Foundation as referred to in Section 297a(1) of book 2 of the Dutch Civil Code;
- (d) a temporary appointment as referred to in Section 349a(2) or Section 356 under c of book 2 of the Dutch Civil Code is not regarded as appointment;
- (e) the appointment of a member of the supervisory board or a non-executive director of a fund as referred to in the order in council based on Section 106a of the 'Pensioenwet' (Pensions Act) and Section 110ca of the 'Wet verplichte beroepspensioenregeling' (Pension Scheme Obligatory Membership Act) shall be considered in accordance with the standards in this order in council.

19.5 Independence of Supervisors

The Foundation guarantees the independent performance of tasks by the Supervisors. This means in any case that:

- (a) a Supervisor does not receive a financial remuneration from the Foundation, except for an appropriate remuneration for the work performed as Supervisor;
- (b) a Supervisor, his or her spouse or other life companion, foster child or relative by blood or marriage up to the second degree:
 - (i) has not been a member of the day-to-day or general management of the Foundation during or in the period of three years prior to membership of the Supervisory Board;
 - (ii) in the period of one year prior to the membership of the Supervisory Board, has not temporarily assumed the day-to-day or general management of the Foundation in the event of the absence or inability to act of one or more members of the Executive Board or the day-to-day or general management;
 - (iii) has not been an employee of the Foundation during or in the period of three years prior to the membership of the Supervisory Board or has performed work for the Foundation pursuant to a contract for services;
 - (iv) during or in the period of three years prior to the membership of the Supervisory Board Supervisory Board does not have a business relationship with the Foundation which jeopardises the independence of the Supervisor or confidence in that independence;
 - (v) is not a member of the day-to-day or general management of another institution as referred to in the 'Uitvoeringbesluit Wtza' (Uitvoeringsbesluit Wet toetreding zorgaanbieders: Implementation decree for the Accession of Care Providers Act) if a member of the day-to-day or general management of the Foundation is member of the internal supervisory body of that other institution;
 - (vi) is not a member of the internal supervisory body of another institution as referred to in the 'Uitvoeringbesluit Wtza' which, in the catchment area of the Foundation, wholly or partially carries out the same activities, unless that other institution is a subsidiary of the Foundation as referred to in Section 24a of Book 2 of the Dutch Civil Code or that other institution as referred to in the 'Uitvoeringbesluit Wtza' is affiliated to The Foundation in a group as referred to in Section 24b of Book 2 of the Dutch Civil Code.

For the application of the provisions under a and b above, the Foundation shall also be understood to refer to a subsidiary of the Foundation as referred to in Section 24a of Book 2 of the Dutch Civil Code as well as legal entities or companies affiliated to the Foundation in a group as referred to in Section 24b of Book 2 of the Dutch Civil Code. Member of the day-to-day or general management as referred to above under b in subcomponents i and v, also refers to the natural person who has determined or co-determined the policy of the Foundation as if he were a member of the day-to-day or general management of the Foundation.

19.6 Term of office Supervisors

Supervisors shall be appointed for a maximum period of four (4) years. The Supervisory Board shall adopt a schedule that provides for the periodic resignation of Supervisors and shall be authorised to amend this schedule. Adoption of or changes to such a schedule cannot imply that a current Supervisor retires against his will before the term for which he has been appointed has expired. A retiring Supervisor may be re-appointed once - whether consecutively or not - for a maximum period of four (4) years.

19.7 Suspension of Supervisors

A Supervisor may be suspended at any time by the Supervisory Board, by a resolution passed by a majority of at least three/quarters, excluding the vote and presence of the Supervisor concerned. A suspension may be for a maximum period of three months. A suspension which is not followed within three months by a resolution to dismiss shall be lifted due to the expiry of that period. A suspended Supervisor shall be informed in writing of (the motion) for a resolution to suspend, stating the reasons for the suspension. He shall be given the opportunity to account for his actions and to be assisted by a legal counsel in the meeting of the Supervisory Board at which the suspension is on the agenda or in the first following meeting thereafter.

19.8 Dismissal Supervisor

Any Supervisor may be dismissed at all times by the Supervisory Board, by a resolution passed by a majority of at least three/quarters, excluding the vote and presence of the Supervisor in question. A dismissed Supervisor shall be notified in writing of the (motion) for a resolution to dismiss, stating the reasons. He shall be given the opportunity to account for his dismissal and to be assisted by a counsel in the meeting of the Supervisory Board at which his dismissal is on the agenda or in the next meeting thereafter.

Article 20. Supervisory Board: retirement of a Supervisor

A Supervisor retires:

- (a) due to his death;
- (b) by his voluntary resignation;
- (c) by the lapsing of the term for which he has been appointed;
- (d) if he is declared bankrupt, applies for a suspension of payments or requests application of the debt management scheme as referred to in the 'Faillissementswet' (Bankruptcy Act);
- (e) due to a guardianship order, or due to a court order in which administration is established over one or more of the assets of the Executive Board;
- (f) if a civil-law directors' disqualification applies to him as referred to in the 'Faillissementswet' (Bankruptcy Act);
- (g) in the event of a circumstance subject to the law of any other jurisdiction, which is considered equivalent to one of the three latter cases subject to Dutch law;
- (h) by dismissal by the Supervisory Board;
- (i) if he is dismissed by the Court on the basis of Section 2:298 of the Dutch Civil Code.

Article 21. Supervisory Board: absence and inability to act

21.1 A Supervisor being absent or unable to act

In the event that a Supervisor is absent or unable to act, the other Supervisors or the sole Supervisor shall be temporarily charged with the tasks of the Supervisory Board.

21.2 All Supervisors being absent or unable to act

In the event that all Supervisors are absent or unable to act, one or more persons to be appointed therefor by the Midden-Nederland (Central Netherlands) District Court, shall temporarily be charged with the tasks of the Supervisory Board.

Article 22. Supervisory Board: chairman and deputy chairman

22.1 The Supervisory Board appoints one of the Supervisors as chairman of the Supervisory Board.

22.2 The Supervisory Board may appoint one of the Supervisors as deputy chairman of the Supervisory Board.

Article 23. Supervisory Board: remuneration

Supervisors receive a socially appropriate remuneration further to be determined by the joint meeting of the Executive Board and the Supervisory Board.

Article 24. Supervisory Board: meetings

24.1 Convocation of Supervisory Board meetings

Meetings of the Supervisory Board may be called by the chairman, the deputy chairman or other members of the Executive Board jointly.

24.2 Notice term

Supervisory Board meetings are called by means of a written notice subject to a notice term of at least five (5) days, not counting the days the notice is sent and the day of the meeting. In the event of urgent situations (at the discretion of the chairman of the Supervisory Board, Supervisory Board Meetings may be called subject to a notice period of two (2) days, not counting the days on which the convocation notice is sent and the day of the meeting.

24.3 Convocation

The convocation notice shall set out the subjects to be discussed and the location of the Executive Board meeting.

24.4 Chairmanship: secretary of the meeting

Supervisory Board meetings are chaired by the chairman of the Supervisory Board. In the event of his absence, Supervisory Board meetings shall be chaired by the deputy chairman of the Supervisory Board. If they are both absent, the chairman of the meeting is appointed by a majority of votes cast by the Supervisors attending the meeting.

The chairman of the meeting appoints a minute-taker for the meeting.

24.5 Access to Supervisory Board meetings

Without prejudice to the provisions set out below, meetings of Supervisory Board shall be private.

Each (non-suspended) Supervisor has access to the meetings of the Supervisory Board. Supervisory Board meetings are also attended by the secretary of the Supervisory Board, unless the Supervisory Board decides it wants to meet without this secretary, in which event the Supervisory Board shall appoint a secretary from its midst or not.

Members of the Executive Board also have access to meetings of the Supervisory Board, unless the Supervisory Board decides that it wants to meet without the members of the Executive Board. The chairman of the meeting shall decide with respect to the attendance of other persons than those referred to above.

24.6 Executive Board members in meetings of the Supervisory Board

If Executive Board members have been invited by the Supervisory Board to attend, these members are obliged to attend Supervisory Board meetings and to give the information required by the Supervisory Board during this meeting.

24.7 Proxies

A Supervisor can let himself be represented at the meeting by a co-Supervisor authorised in writing therefor. A Supervisor can be represented at the meeting by no more than one co-Supervisor.

24.8 Electronic communication means

With the consent of the chairman of the Supervisory Board, Supervisors may participate in Supervisory Board meetings by electronic means of communication, provided:

- (f) he can be identified through this means of electronic communication;
- (g) he can, with this electronic means of communication, directly take note of the proceedings during the meeting;
- (h) he can participate in the deliberations with this electronic means of communication;
- (i) he can exercise his voting right with the electronic means of communication; and
- (j) the electronic communication means involved has been approved by the Executive Board.

The Supervisory Board may draw up a list of electric means of communication approved for the attending, speaking and exercising the voting right in meetings of the Supervisory Board. A Supervisor who participates in the meeting with this electronic means of communication, is considered as present at the meeting.

24.9 Combined meetings

The Supervisory Board meets together with the Executive Board as often as the Supervisory Board or the Executive Board regards this to be necessary.

Article 25. Supervisory Board: decision-making

25.1 Number of votes per Supervisors

In Supervisory Board meetings, each Supervisory has one (1) vote.

25.2 Adoption of resolutions

Unless the law or the Articles stipulate otherwise, the Supervisory Board can only validly pass resolutions if at least half of the number of Supervisors is present or represented at the meeting. If a resolution cannot validly be adopted because the prescribed number of Supervisors is lacking, the chairman shall immediately call a new meeting. If a second meeting takes place based on the provisions set out above, provided subject to the stipulated majority of votes, by way of derogation of the first full sentence in this paragraph, valid resolutions may be adopted with respect to items that were on the agenda of the previous meeting, irrespective of the number of Supervisors present.

25.3 Manner of voting

All votes shall be oral. However, the chairman of the meeting may stipulate that votes are cast in writing. If it concerns a vote on persons, a Supervisor present at the meeting, may also require the votes to be cast in writing.

Written votes are cast by means of unsigned ballots

25.4 Equality of votes

If, with an election of persons, no one has acquired an absolute majority of votes, there will be a second free vote. If then again, no one has acquired an absolute majority of votes, revotes shall be held until one person has acquired an absolute majority of votes, unless the votes are tied after a vote between two persons.

The revotes referred to (not including the second vote) shall each time concern a vote concerning the persons who have acquired votes in the previous vote, however, excluding the person who received the lowest number of votes in the previous vote.

If the votes are tied in the event of an election between two persons, the matter shall be decided by the drawing of lots.

If the votes are tied with respect to another subject matter than an election of persons, the vote of the chairman shall be decisive.

25.5 Contrary interest

A Supervisor shall not take part in deliberations and decision-making if this Supervisor has a direct or indirect personal interest that is contrary to the interest of the Foundation and the organisation affiliated with it. If all Supervisors have such a personal interest, then the matter shall still be decided by the Supervisory Board subject to a written record of the considerations forming the basis of the decision.

25.6 Decision-making without observing the formalities for calling and holding Supervisory Board meetings

If in a Supervisory Board meeting, all the Supervisors in office are present or represented, valid resolutions can also be adopted if the meeting has not been called in the prescribed manner or if another provision concerning the calling of holding of the meeting or a relating formality has not been observed, provided all the Supervisors in office have agreed to this manner of decision-making.

25.7 Decision-making outside of the meeting

Supervisory Board resolutions may also be adopted outside of the meeting, in writing or in another manner, provided the motion concerned has been presented to all the Supervisors in office and none of them has objected to this manner of decision-making. A report shall be made of a resolution that has been adopted in writing outside of the meeting, which shall be signed by the chairman of the Supervisory Board. Written decision-making shall take place by means of written statements of all the Supervisors in office.

CHAPTER 6. FINANCIAL YEAR, RECORDS AND FINANCIAL STATEMENTS

Article 26. Financial year, records and financial statements

26.1 The financial year of the Foundation is equal to the calendar year.

26.2 In the financial administration of the Foundation, revenues and payments must be clearly traceable by source and destination, and it must be clear who entered into which obligations for or on behalf of the Foundation and when.

- 26.3 Annually, within six months after the end of the financial year, except in the event of an extension of this term by no more than four months by the Supervisory Board on the basis of special circumstances, the Executive Board shall prepare the financial statements and make them available at the office of the Foundation for inspection by the Supervisors. Unless the provisions in Sections 2:396(6) of 2:403 of the Dutch Civil Code apply to the Foundation, within this term, the Executive Board also makes the annual report available for inspection by the Supervisors. Each year, in the Directors' Report of the university of applied sciences, the Supervisory Board accounts for the performance of its tasks and the exercise of its powers as referred to in the WHW. The Executive Board adds the information to the financial statements and the annual report, as referred to in Section 2:392(1) of the Dutch Civil Code, insofar as the provisions in that sub-section apply to the Foundation. Members of the Supervisory Board may obtain a copy of these documents free of charge.
- 26.4 The financial statements are adopted by the Executive Board no later than one month after the expiry of the term referred to in Article 26.3.
- 26.5 The financial statements are signed by all members of the Executive Board and all Supervisors; if the signature of one or more of them is absent, this shall be stated together with the reason therefor.
- 26.6 Approval of the financial statements does not discharge (the members of) the Executive Board or the Supervisory Board respectively for the policy pursued or the supervision performed during the past financial year. After the motion to approve the financial statements, based on the convocation notice to the Supervisory Board meeting, the Supervisory Board shall be presented a motion to grant discharge to the Executive Board for the management conducted in the financial year concerned, and discharge to the Supervisory Board for the supervision exercised in the financial year concerned.
- 26.7 If the Foundation is obliged to instruct an accountant as referred to in Section 2:393(1) of the Dutch Civil Code to audit the financial statements, the financial statements cannot be adopted if the Supervisory Board has not been able to take note of the audit opinion from that accountant, unless the other information referred to in Section 2:392(1) of the Dutch Civil Code mentions a legal ground on the basis of which this opinion is absent.

Article 27. Accountant

- 27.1 The Foundation is obliged to instruct an accountant as referred to in Section 2:393(1) of the Dutch Civil Code to audit the financial statements. For that purpose the Supervisory Board shall be advised by the Executive Board.
- 27.2 The Supervisory Board is authorised to grant the instructions. If it does not, then the Executive Board shall be authorised in this respect. The instruction can at all times be withdrawn by the person who granted it; furthermore, an instruction granted by the Executive Board may be withdrawn by the Supervisory Board.
- 27.3 The accountant reports on his audit to the Supervisory Board and to the Executive Board and reports on his findings in an audit report.

CHAPTER 7. AMENDMENT TO ARTICLES AND DISSOLUTION

Article 28. Amendment to the Articles

- 28.1 Subject to the approval from the Supervisory Board, the Executive Board is authorised to amend these Articles. The Executive Board can only adopt a resolution to amend the Articles in a meeting in which the full Executive Board is present.
- 28.2 Change of the statutory objective and basis of the Foundation requires the approval of the University Council.
- 28.3 To a convocation notice for a meeting in which an amendment to the Articles is presented, a copy of that motion containing the literal text of the proposed amendment must be added.
- 28.4 An amendment to the Articles shall not take effect until a notarial deed has been drawn up thereof. Each Executive Board member is entitled to instruct the execution of that deed.

Article 29. Dissolution

- 29.1 The Foundation may be dissolved by an Executive Board resolution to this effect which has been approved by the Supervisory Board.
- 29.2 In the event of dissolution of the Foundation pursuant to a resolution from the Executive Board, the members of the Executive Board shall be liquidators of the assets of the dissolved Foundation. The Supervisory Board may decide to appoint one or more other persons as liquidators.
- 29.3 During liquidation, the provisions of these Articles shall continue to apply as much as possible.
- 29.4 Any balance left after liquidation of the dissolved Foundation shall be used for a PBO with a similar objective or a foreign institution exclusively or almost exclusively serving the public benefit and which has a similar objective.
- 29.5 After completion of the liquidation, the books and records of the dissolved Foundation shall remain in the custody of the youngest liquidator for a period of seven years.

Article 30. Regulations

- 30.1 The Foundation in any case has the following regulations:
- (a) the Board and Administrative Regulations (as referred to in Article 6.1);
 - (b) the Supervisory Board Regulations (as referred to in Article 17.5).
- 30.2 In addition, the Executive Board can lay down further rules in one or more other regulations regarding all subjects, the regulations of which it considers desirable. These regulations may be amended, supplemented or withdrawn by the Executive Board.
- 30.3 Regulations should not contain provisions which are contrary to the law of the Articles.

Article 31. Final provision

The Executive Board shall decide with respect to all cases not provided for by the law and the Articles.