

CHAPTER I. Article 1. Definitions.

1. In these Articles of Association the following words shall have the following meanings:
 - a. the "**Board**": the body of the Association charged with the management of the Association as referred to in Article 12;
 - b. the "**General Assembly**": the body of the Association consisting of Members entitled to vote, as referred to in Article 18;
 - c. a "**Member**" : a Member of the Association as referred to in Article 8, unless indicated otherwise;
 - d. "**in writing**": by letter, by telecopier, by e-mail, or by a legible and reproducible message otherwise electronically sent, provided that the identity of the sender can be sufficiently established;
 - e. the "**Association**": the association, the internal organisation of which is governed by these Articles of Association.
2. References to Articles shall be deemed to refer to articles of these Articles of Association, unless the contrary is apparent.

CHAPTER II. NAME, OFFICIAL SEAT AND OBJECTS.

Article 2. Name.

The name of the Association, being an association under Dutch law ('vereniging'), is:

International Association of DeafSkills.

Article 3. Official seat and establishment.

The Association has its official seat in the municipality of Amsterdam, the Netherlands.

Article 4. Objects.

1. The objects of the Association are to increase the quality of the education and the employability of people with hearing problems in the whole world. The association does thereby not strive to make any profit.
2. The Association endeavours to achieve these objects by, among others:
 - a. the organization of professional skills championships for people with hearing problems;
 - b. the development of strategic partnerships with companies, state and non-state organisations for achieving the objects of the Association;
 - c. to use competition, education, development of skills, research, career building and international cooperation to unify the business community, states and educational institutions for putting on the agenda international qualifications with the aim of establishing economical stability and growth for people with hearing problems; and
 - d. all other legal means that might be conducive to the objects.

CHAPTER III. FINANCIAL YEAR.

Article 5. Financial Year.

The financial year runs from the first day of January up to and including the thirty-first day of December.

Article 6. Financial Resources.

The financial resources of the Association consist of:

- a. annual contributions and other contributions of the Members;
- b. entry contributions;
- c. income from the licensing of technical descriptions, literature, analyses and other intellectual property;
- d. donations, bequests and other forms of income.

CHAPTER IV. BODIES.

Article 7. Bodies.

The Association has the following bodies:

- a. the General Assembly;
- b. the Board.

CHAPTER V. MEMBERS.

Article 8. Members.

1. The Association consists of Members.
2. Only the following parties may be Members of the Association: entities, with legal personality, with the limitation that each independent country can provide only one legal entity.
3. The Board will keep a register in which the names and addresses of all of the Members will be recorded.

Article 9. Admission.

1. The Board will nominate new Members for admission, such a nomination requires the confirmation of the General Assembly.
2. The Board may draw up regulations setting out requirements with which applicants for Membership must comply.
3. The Board may decide to refuse admission if an applicant for Membership does not comply with the requirements as set out in the aforementioned regulations.

Article 10. End of the Membership.

1. The Membership will end:
 - a. because it has ceased to exist.
 - b. upon notice of termination being given by the Member;
 - c. upon notice of termination being given by the Association. Such notice of termination may be given if a Member no longer meets the requirements stipulated for the Membership by the Articles of Association, or if a Member no longer fulfils its obligations towards the Association, or if the Association cannot reasonably be required to continue the Membership. The Membership may furthermore be terminated if the Member ceases to belong to a Branch, unless that Member continues its Membership in another jurisdiction in which there is no Branch;
 - d. upon being removed. A Member may be removed only if it acts contrary to the Articles

of Association, regulations or resolutions of the Association, or unreasonably disadvantages the Association.

2. Notice of termination of the Membership by the Member may be given only effective from the end of a financial year and with due observance of a notice period of four weeks. The Membership may be terminated with immediate effect, however, if the Member cannot reasonably be required to continue the Membership. Notice of termination will be given in writing to the Branch to which the Member belongs.
3. A Member may terminate its Membership with immediate effect within one month after being informed of a resolution to convert the Association into a different legal form or a merger or demerger resolution within the meaning of Book 2, Title 7, of the Dutch Civil Code.
4. A Member may furthermore terminate its Membership with immediate effect within one month after a resolution by which its rights are limited or its obligations are increased comes to its knowledge or is notified to him; the resolution will then not apply to that Member. This power of the Member does not apply in the event of any adjustment of financial rights and obligations.
5. Notice of termination of the Membership by the Association is given by the Board and may be given only effective from the end of a financial year and with due observance of a notice period of four weeks. The Membership may be terminated with immediate effect, however, if the Association cannot reasonably be required to continue the Membership.
6. Notice of termination contrary to the provisions of Article 10.2 or Article 10.5 hereof will terminate the Membership as from the earliest permitted date after the date as from which notice of termination was given.
7. In the event of a resolution on termination of the Membership by the Association on the grounds that a Member has failed to fulfil its obligations towards the Association or that the Association cannot reasonably be required to continue the Membership, and in the event of a resolution to remove a Member, the party in question may file an appeal at the first following General Assembly Meeting, unless that takes place within a period shorter than one month upon notification. The Member will be informed on the resolution in writing as soon as possible, stating the reasons. During the period of appeal and pending the appeal the Member will be suspended, on the understanding, however, that the suspended Member will have access to the General Assembly Meeting at which the resolution to suspend the Member will be discussed and may address that meeting.
8. If the Membership ends in the course of a financial year, the annual contribution will nevertheless be due in full.

Article 11. Annual contributions. Congresses.

1. The Members are obliged to pay an annual contribution, to be determined by the General Assembly upon a proposal by the Board.
2. The General Assembly may determine on different annual contributions to be paid by the Members.
3. Once a year the annual congress of the Association is organised by the Board. Access to the congress is granted to all authorised representatives of each entity that is a Member of the Association.
4. The annual congress and any other meeting of the General Assembly may be conducted by webinar.

CHAPTER VI. BOARD.

Article 12. Board.

1. The Board consists of a total number, to be determined by the Board, of at least three (3) and maximum nine (9) Board members. There shall at least be a President, one or more Vice President(s) and a Treasurer-Secretary.
2. Board Members shall be appointed by the General Assembly for a period of two (2) years and may be reappointed without limitation. The President shall be elected for a period of eight (8) years.
3. The Board Members shall be appointed in their personal capacity without the right to have deputies.
4. When accepting their membership of the Board, Board Members undertake to make available

the time required for the effective fulfilment of their duties.

Article 13. End of Board Membership. Suspension.

1. Each Board Member may, even if he has been appointed for a specified period, at all times be removed from office or suspended. If within three months after suspension no decision has been made to remove the Board Member from office, the suspension will end.
2. The Board membership of the Board Members will furthermore end:
 - a. when the Membership of the Association ends;
 - b. when the member retires from the Board.

Article 14. Management task.

Without prejudice to the limitations imposed by these Articles of Association, the Board will be entrusted with the management of the Association.

Article 15. Decision-making Process.

1. The Board shall convene at least twice a year. Once during the annual congress and once in the period between two such congresses.
2. A minutes secretary shall take minutes of the proceedings at the meeting, which minutes shall be adopted and signed by the chairman and the minutes secretary.
3. To the extent that the law or these Articles of Association do not require a qualified majority, all resolutions of the Board shall be adopted by more than half of the votes cast.
4. Resolutions of the Board may also be adopted in writing, provided they are adopted unanimously by all Board members then in office.
5. Regulations may set out rules regarding meetings of, and the decision-making process by, the Board.

Article 16. Tasks of the Board and the Board Members.

1. The Board will be entrusted with the day-to-day management of the Association It shall take the decisions necessary for such purpose, draw up the agenda for the Board and submits to the Board all suggestions which it considers useful.
2. Within the Board the tasks are assigned as follows:
 - a. the President shall preside over the General Assembly as well as over the meetings of the Board;
 - b. the President shall be in charge of the general secretariat of the Association. He is responsible for convening sessions or meetings of all bodies except the Branches, and takes care of the implementation of their resolutions. The Secretary handles current matters which do not require a decision of a Body of the Association;
 - c. the Treasurer is responsible for administering the financial resources of the Association.

CHAPTER VII. REPRESENTATION.

Article 17. Representation.

1. The Association shall be represented by the President.
2. In representing the Association, the members of the Board shall observe the assignment of tasks as referred to in Article 16.2, whereby in case one of the members of the Board is prevented from acting, the other members will take care of the tasks of the member concerned.

CHAPTER VIII. GENERAL ASSEMBLY.

Article 18. General Assembly.

1. All powers in the Association not assigned by law or by these Articles of Association to another Body will vest in the General Assembly.
2. The General Assembly will convene at least once per calendar year, during the Annual congress or by electronic means of communication. If, in a specific calendar year, there is no Annual Congress, the Board shall determine the date and venue of the meeting of the General Assembly.
3. In the Annual Meeting of the General Assembly the following will be discussed, among other things:
 - a. the Annual Report and rendering of accounts as referred to in Article 24 of these Articles of Association, with the report by the Board as referred to in that Article;
 - b. the appointment of a Board as referred to in Article 24.3 of these Articles of Association for the following book year;
 - c. the filling of any vacancies;

- d. proposals of the Board, the Board or the Members, announced in the notices convening the meeting.
4. Other meetings of the General Assembly will be convened as often as the Board considers desirable or it is required to do so by law or by these Articles of Association.
5. At the written request of at least such number of Members as are authorised to cast one-tenth of the votes at the General Assembly Meeting, the Board will be required to convene a General Assembly Meeting to be held within a period of not more than four weeks after the filing of the request. If the request is not complied with within fourteen days, the applicants may themselves convene a meeting, in accordance with Article 25 or 26 of these Articles of Association or by means of an advertisement in at least one popular newspaper in the place where the Association has its registered seat, with due observance of the notice period for convening a meeting as specified in Article 25 or 26 of these Articles of Association. The applicants may then assign the chairmanship of the meeting and the keeping of minutes to parties other than Board members.

Article 19. Access to Meetings and Voting Rights.

1. All Members of the Association will have access to the meetings of the General Assembly. Suspended Members, save for the provisions of Article 10.8 of these Articles, and suspended Board members will not have access to the meetings of the General Assembly.
2. The General Assembly will decide on the admission of parties other than those referred to in Article 19.1 hereof.
3. Each Member of the Association that has not been suspended will have a vote at that meeting.
4. A person entitled to vote may grant another person entitled to vote a written proxy to cast his vote. Each Member may only represent one other Member by proxy.

Article 20. Chairmanship. Minutes.

1. The meetings of the General Assembly will be chaired by the President or, in his absence, by (one of) the Vice-President(s).
2. Minutes will be kept of the business transacted at each meeting by the person designated for that purpose by the Chair, which minutes will be adopted and signed by the Board. The persons who convene the meeting may have a notarial report drawn up of the business transacted. The content of the minutes or of the official report will be brought to the attention of the Members.

Article 21. Decision-making Process by the General Assembly.

1. The opinion of the Chair, expressed at the meeting of the General Assembly, on the outcome of a vote will be decisive. The same applies to the content of a resolution adopted in so far as a vote was held on a proposal not set down in writing.
2. If, however, immediately after a decision as referred to in the first paragraph being pronounced, its correctness is disputed, a new vote will be held if the majority of the meeting or, if the original vote was not taken by roll call or in writing, a person entitled to vote who is present so requires. The legal effects of the original vote will lapse as a result of that new vote.
3. Except in so far as a greater majority is prescribed by law or by these Articles of Association, all resolutions of the General Assembly will be adopted by an absolute majority of the votes cast.
4. No legally valid resolutions may be passed on subjects not in the agenda in the notice convening the meeting or which have not been published in the same manner observing the period set for giving notice of the meeting, such without prejudice to the provisions of Article 21.10.
5. Blank and invalid votes shall not be counted as votes.
6. If no one has acquired the absolute majority in a vote on persons, a drawing of lots will decide which of them has been elected.
7. If a vote is equally divided, the proposal will have been rejected, without prejudice to the provisions of Article 21.6 hereof.
8. All votes will be taken orally, unless the Chair provides that the votes will be cast in writing. In the case of an election of persons, a person entitled to vote who is present may demand that the votes be cast in writing. Written voting will take place by unsigned secret ballot notes. Decision-making by acclamation is possible, unless a person entitled to vote requires voting by

roll call.

9. A unanimous resolution of all the Members, even if they are not present at a meeting, will have the same force as a resolution of the General Assembly, provided that it is adopted with the prior knowledge of the Board.
10. Provided that all the Members are present or represented at a meeting of the General Assembly, valid resolutions may be adopted, provided that this is done by a unanimous vote, on all subjects raised – therefore including a proposal to amend these Articles of Association or to wind up the Association – even if the meeting was not convened in the prescribed manner or if any other regulation on the convening and holding of meetings or a related formality has not been observed.

Article 22. Convening of General Assembly.

1. The General Assembly will be convened by the Board, without prejudice to the provisions of Article 18.5 of these Articles of Association. The convening notices will be sent in writing or by electronic means to the addresses of the Members set out in the Members' register referred to in Article 7 of these Articles of Association. The minimum term for convening the meeting is two months.
2. With the convening notices a provisional agenda shall be sent, without prejudice to the provisions of Articles 25 and 26 of these Articles of Association.
3. Without prejudice to the provisions aforementioned, the Board shall decide which proposals are to be submitted to the General Assembly.

CHAPTER IX. SPECIAL AND ADVISORY BOARDS.

Article 23. Special and Advisory Boards.

1. Upon nomination of the General Assembly, the Board may set up one or more Special Boards either for a determined or undetermined duration and having a specified assignment.
2. The Chair and the members of a Special Board shall be appointed upon nomination by the Board by the Board for a period of up to two years and with a possibility of reappointment.
3. The Special Board shall carry out its assignment in close consultation with the Board. The Chair shall regularly report to the Board on the findings of the Special Board and on the progress of its work.
4. The Board may set up one or more Advisory Boards either for a determined or undetermined duration and having a specified assignment.
5. The Chair and the members of an Advisory Board shall be appointed by the Board for a period of up to two years and with a possibility of re-appointment.
6. The Chair and members of the Special Board or the Advisory Board will cease to hold office:
 - a. when the Membership of the Association ends;
 - b. when they retire from the Special Board or Advisory Board.

CHAPTER X. ANNUAL REPORT. RENDERING OF ACCOUNTS.

Article 24. Annual Report. Rendering of accounts.

1. The Board is required in such a way to keep records of the financial condition of the Association and of all matters related to the activities of the Association, in accordance with the requirements arising from those activities, and to keep the related books, records and other data carriers in such a way, that the rights and obligations of the Association are all times apparent there from.
2. At a meeting of the General Assembly held within six months after the end of the financial year, unless this period has been extended by the General Assembly, the Board shall submit an Annual Report on the course of business of the Association and on the policy conducted. It shall submit the balance sheet and the statement of income and expenditures with notes for the approval of the General Assembly. These documents shall be signed by the Board members; if one or more signatures are missing, this shall be stated giving the reasons therefore. After expiration of such period, every Member of the Association may commence proceedings against all the members of the Board for the enforcement of these obligations.
3. Each year, the General Assembly will appoint a financial Board consisting of at least two members, who may not be members of the Board. The financial Board will audit the documents referred to in Article 24.2 hereof and will report to the General Assembly on its findings. The Board is required to provide the financial Board with all of the information

requested by it for the benefit of its audit, to show it the cash and assets if it so wishes, and to make the books, records and other data carriers of the Association available to it for its inspection.

4. If the auditing of the rendering of accounts requires special accounting knowledge, the financial Board may be assisted by an expert.
5. The burden of the financial Board may always be revoked, but only through the appointment of another financial Board.
6. The Board is required to keep the books, records and other data carriers referred to in Articles 24.1 and 24.2 hereof for a period of seven years, without prejudice to the provisions of Article 24.7 hereof.
7. The data placed on a data carrier, with the exception of the balance sheet and the profit and loss account set down on paper, may be transferred to and kept on another data carrier, provided that this transfer takes place while correctly and fully representing the data and provided that the data are available throughout the entire retention period and can be made readable within a reasonable period.

CHAPTER XII. AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND WINDING UP. Article 25. Amendments to the Articles of Association.

1. The Articles of the Association may not be amended otherwise than by resolution of a General Assembly, which has been convened while stating that an amendment to the Articles of Association will be proposed at that meeting.
2. The persons who convened the General Assembly for the discussion of a proposal to amend the Articles of Association must make a copy of that proposal, containing the proposed amendment verbatim, available at a suitable place for inspection by the Members, at least five days before the meeting until the end of the day at which the meeting is held.
3. A resolution to amend these Articles of Association will require at least two-thirds of the votes cast.
4. An amendment to the Articles of Association will not enter into force until a notarial deed has been drawn up. Each member of the Board is authorised to have that deed executed.

Article 26. Winding up.

1. The Association may be wound up by a resolution of the General Assembly, which has been convened while stating that the winding up of the Association will be proposed at that meeting.
2. A resolution to wind up the Association will require at least two-thirds of the votes cast at a meeting at which at least two-thirds of the Members are present or represented. If two-thirds of the Members are not present or represented, a second meeting will be convened after that first meeting, to be held within three months after the first meeting, at which a resolution may be adopted on the proposal raised at the previous meeting regardless of the number of Members present or represented, provided that this is done by a majority of at least two-thirds of the votes cast.
3. After the winding up, the Association will be liquidated by the members of the Board. The Board may decide to appoint other persons as liquidators.
4. Any surplus remaining after the liquidation will be paid to the parties who were Members at the date of the resolution to wind up the Association. Each of them will receive an equal share. The surplus may, however, also be put to a different use in the resolution to wind up the Association.
5. After completion of the liquidation, the books, records and other data carriers of the dissolved Association shall remain in the custody of the person designated for that purpose by the liquidators, for the period prescribed by law.
6. Otherwise the provisions of Book 2, Title 1, of the Dutch Civil Code will apply to the liquidation.

CHAPTER XIII Article 27. General provision.

Every office within the Association can be held by a woman or a man.

FINAL PROVISIONS.

Finally the persons appearing, acting in said capacity, declared:

For the first time:

1. **Mr. Ivanov**, aforementioned, shall be the President of the Association;

2. **Ms. Frolova**, aforementioned, shall be Vice-President of the Association; and
3. **Bauke van der Meer Tax and Legal Services (CIS) B.V.**, a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*), with corporate seat at Amsterdam and office address at Haaksbergweg 31, 1101 BP Amsterdam, registered with the Trade Register under number 34159662, shall be the Secretary-Treasurer of the Association.