

ARTICLES OF ASSOCIATION

of the foundation:

Stichting European Digital Library,

having its registered office in The Hague, the Netherlands

On this day, the eighth of November, two thousand and seven, there appeared before me, *mr.* Frank Jan Oranje, civil-law notary practising in The Hague:
Mr Wim van Drimmelen,

for the
purpose of this instrument acting as the person holding a written power of attorney for:
the artificial person governed by public law: The National Library of the Netherlands (**Koninklijke Bibliotheek**), established in The Hague and located at: Prins Willem-Alexanderhof 5, The Hague (2595 BE).

Power of attorney.

Power of attorney is given to the person appearing pursuant to the power of attorney, which is attached to this instrument.

The person appearing, acting in the aforesaid capacity, has declared the intention to set up a foundation having the following articles of association:

ARTICLES OF ASSOCIATION

Definitions.

Article 1.

Executive Committee:

the Board of the foundation in the sense of section 2:291, of the Nether-

lands Civil Code, as described in article 9;

Participant: a participant of the foundation, as described in article 5;

Domains: Museums, Archives, Audio-Visual Archives and Libraries across Europe.

Content Holder A holder of information in digital or analog format

Board of Participants: the meeting of Participants of the foundation, as described in article 6;

Name, registered seat and office address.

Article 2.

1. The name of the foundation is: **Stichting European Digital Library.**
2. The foundation has its registered seat in the municipality of The Hague, the Netherlands.

Object.

Article 3.

The objects of the foundation are:

- to provide access to Europe's cultural and scientific heritage by way of a cross domain portal;
- to facilitate formal agreement across museums, archives, audio-visual archives and libraries on how to cooperate in the delivery and sustainability of a joint portal;
- to stimulate and facilitate initiatives to bring together existing digital content;
- to support and facilitate digitization of Europe's cultural and scientific Heritage, and
- all that which is connected or which could be conducive to the above, in the widest sense of the word.

Assets.

Article 4.

The foundation's assets are formed by:

- contributions paid by the individual Participants and Associate Participants, to be fixed by the Executive Committee, after approval by the Board of Participants;
- subsidies;
- gifts;
- legacies and that which is left to the foundation in wills, and
- other income.

Participants.

Article 5.

1. The foundation has Participants. Participants have to meet the requirements of paragraph 2 of this article and have to be admitted by the Executive Committee.
2. Participants can only be:
 - a. European Associations (legal entities) of Content Holders;
 - b. National Associations (legal entities) of Content Holders;
 - c. International Associations (legal entities) for the benefit of a European branch (non legal entity) of this association;
 - d. relevant individual institutions (legal entities) for one of the Domains, and
 - e. natural persons for the benefit of a relevant individual institution or association for one of the Domains, which is not a legal entity.
3. Participants are required to pay the foundation the contributions referred to in article 4 above.
4. A Participant will cease to be a Participant:
 - a. as a result of its dissolution;
 - b. by giving notice of termination;
 - c. if he goes into bankruptcy, or applies for a suspension of payments;
 - d. as a result of his expulsion by the Board of Participants; a resolution to this end requires a majority of two-thirds of the votes cast in a meeting at which two-thirds of the foundation's Participants are present or represented.
5. If a Participant ceases to be a Participant in the course of a financial year, he will nevertheless be required to pay the full contribution for that year.

Board of Participants; organisation and tasks.

Article 6.

1. The Board of Participants is charged in particular with appointing the members of the Executive Committee as described in paragraph 2 of article 9 below.
2. Meetings of the Participants will be held as often as the chairperson of the Board of Participants convenes a meeting, but at least once a year.
3. Meetings of Participants will be convened by the chairperson of the Board of Participants or, on the latter's behalf, by the secretary of the Executive Committee, and must be convened in writing with an agenda, setting out the matters to be considered, giving notice of a period of at least twenty-one days before the meeting. If the meeting is not convened in writing, if matters are considered which were not included on the agenda in the convening notice or if the meeting is convened giving notice of a period of less than twenty-one days, resolutions may nevertheless be adopted, provided that (the representatives of) all Participants are present and provided that none of (the representatives of) the Participants entitled to vote objects to resolutions being adopted.
4. Meetings of the Participants will be held in a place to be designated by the chairperson of the Board of Participants.
5. A Participant has to arrange for one representative of its organization, holding a written proxy to that effect, to represent him in a meeting of the Participants. For the present purposes, the term 'written proxy' will be deemed to be any message transmitted via normal channels of communication and received in writing.
6. The representatives of Participants, as meant in paragraph 5, one representative of each Associate Participant, members of the Executive Committee and any other persons admitted to the meeting by the Participants present at the meeting will have access to meetings of Participants.
7. The meetings of Participants will be chaired by the chairperson of the Executive Committee. In the absence thereof, the meeting will be chaired by the vice-chairperson of the Executive Committee and in the absence of that vice-chairperson, the meeting will appoint its own chairperson. Until that time, the most senior Participant present at the meeting, in terms of age, will deputise for the chairperson.

8. The person to be appointed for that purpose by the chairperson of the meeting will take minutes of the meeting, and these will be adopted in the same or in the following meeting and signed in evidence of that fact by the person who took the minutes and by the chairperson.
9. The Executive Committee will inform the Board of Participants of any matters of importance or significance with which the Executive Committee believes the Board of Participants should be acquainted, and furthermore concerning any matters on which the Board of Participants has requested information from the Executive Committee.

Board of Participants; the decision-making process.

Article 7.

1. Each Participant has one vote in the meeting of Participants.
2. Any resolutions in respect of which the present Articles of Association do not provide otherwise, will be adopted by an absolute majority of the votes cast in a meeting at which a majority of the Participants entitled to vote is present or represented. If such a majority of the Participants entitled to vote is not present or represented at the meeting, a second meeting will be convened and will be held no earlier than two and no later than four weeks after the first meeting. A valid resolution may be adopted in this second meeting, irrespective of the number of Participants entitled to vote who are present or represented, provided such resolutions are adopted by an absolute majority of the votes cast.
3. Abstentions will be deemed not to have been cast.
4. In the event of a tied vote on the appointment of persons, lots will be drawn. In the event of a tied vote on matters of business, the motion will be deemed to have been rejected.
5. All voting will be conducted orally. The chairperson may however resolve that votes must be cast in writing. If the voting concerns the election of a person, any of the Participants present and entitled to vote may require voting to be conducted in writing. Written votes will be cast by means of unsigned ballots.
6. The Board of Participants can also adopt resolutions without convening a meeting, provided that all the Participants entitled to vote have the opportunity to cast their vote and provided they all declare in writing that they do not object to adopting resolutions in this way. In that event, a resolution will be adopted as soon as the required majority of

all the Participants entitled to vote has declared in writing that they are in favour of the proposal. The secretary will draw up a report of any resolution adopted outside a meeting, and this will be adopted in the following meeting and signed in evidence of that fact by the person who took the minutes and the chairperson of that meeting. The report of a resolution adopted in this way will be enclosed with the minutes, together with the documents referred to in the first sentence of this paragraph.

Associate Participants.

Article 8.

1. The foundation may have Associate Participants. Associate Participants have to meet the requirements of paragraph 2 of this article and have to be admitted by the Executive Committee.
2. Sponsoring organizations, even if they are not Content Holders, may become Associate Participant.
3. Associate Participants are required to pay the foundation the contributions referred to in article 4 above.
4. Article 5 paragraph 4 and 5 apply mutatis mutandis to the Associate Participants.
5. (Representatives of) Associate Participants only have the right to attend the meeting of Participants, but have no voting rights, and have the right to participate in the activities of the foundation.

Executive Committee, composition, appointment and resignation.

Article 9.

1. The foundation's Executive Committee shall consist of at least five and at most nine natural persons. The actual number is to be determined by the Board of Participants. An incomplete Executive Committee shall retain its powers. Vacancies shall be filled as soon as possible.
2. Members of the Executive Committee will be appointed by the Board of Participants, with due observance to the provisions set out in paragraph 3 of this article. Members of the Executive Committee shall be appointed for the period of at most two years and they shall retire by rotation to be determined by the Executive Committee; a member of the Executive Committee retiring according to the rotation schedule shall be eligible for reappointment but only twice.

3. Amongst the members of the Executive Committee there should preferably be representatives of each of the Domains and a representative of the organization that is running the joint portal.
4. The Executive Committee will appoint a chairperson, a vice-chairperson, secretary and a treasurer from amongst its members.
5. A member of the Executive Committee will be deemed to have stepped down:
 - a. when he dies;
 - b. because he has been adjudicated bankrupt or was granted suspension of payments;
 - c. by his being placed under guardianship or because he loses the right to dispose of his property in any other manner;
 - d. as a result of his involuntary resignation;
 - e. by his removal, effected by the court in the cases provided for in the law;
 - f. by his removal, effected by the Board of Participants; a resolution to his end requires a majority of two-thirds of the votes cast in a meeting at which two-thirds of the Participants are present or represented.

Executive Committee; the decision-making process.

Article 10.

1. Every member of the Executive Committee will have one vote.
2. All resolutions in respect of which no provisions to the contrary have been made in the present Articles of Association will be adopted by an absolute majority of the votes cast in a meeting at which two thirds of the members of the Executive Committee are present or represented. If two thirds of the members are not present or represented, a second meeting will be convened and will be held no earlier than two and no later than four weeks after the first meeting. A valid resolution may be adopted in this second meeting, provided at least the majority of the members of the Executive Committee are present or represented, and provided the resolution is adopted by an absolute majority of the votes cast.
3. Abstentions will be deemed votes not cast.
4. In the event of a tied vote, the Chairperson of the Executive Committee will have a casting vote.

5. All voting will be conducted orally. The chairperson may however resolve that votes must be cast in writing. Written votes will be cast by means of unsigned ballots.
6. The Executive Committee can also adopt resolutions without convening a meeting, provided that all the members of the Executive Committee have been given the opportunity to cast their vote and provided that they all declare in writing that they do not object to adopting resolutions in this way. In that event, a resolution will be adopted as soon as the required majority of all the members of the Executive Committee have declared in writing that they are in favour of the proposal. The official secretary will draw up a report of a resolution adopted outside a meeting, and this will be adopted at the following meeting and signed in evidence of that fact by the chairperson and the person who took the minutes. The report drawn up in this way will be enclosed with the minutes, together with the documents referred to in the first sentence of this paragraph.

Tasks of the Executive Committee.

Article 11.

1. The Executive Committee is charged with the management of the foundation.
2. With due observance of the provisions of paragraph 1 of this article, the tasks of the Executive Committee will include in particular:
 - a. adopting the annual budget;
 - b. adopting the annual accounts referred to in paragraph 3 of article 13;
 - c. drawing up a strategic plan;
 - d. any other matters charged to the Executive Committee in particular or in general pursuant to the bylaws.

Representation.

Article 12.

1. The foundation will be represented by the Executive Committee. The right to represent the foundation will also be vested in two members of the Executive Committee acting jointly.
2. The Executive Committee may also grant one or more of its members or third parties, either jointly or individually, a power of attorney,

permanent or otherwise, to represent the foundation within the restrictions laid down in that power of attorney.

Financial year and annual accounts.

Article 13.

1. The foundation's financial year will be concurrent with the calendar year.
2. The Executive Committee is required to keep records of the foundation's assets which are such that its rights and obligations can be established on that basis at any time.
3. The Executive Committee is required to draw up and adopt a budget, a balance-sheet, a statement of the foundation's income and expenditure and a report on the foundation's activities every year, within six months of the end of the financial year.
4. The Executive Committee will send all the Participants a copy of the annual accounts referred to in paragraph 3, and they will consider these annual accounts in the first meeting following the receipt of these documents.
5. The documents referred to in paragraph 3 may be audited by an accountant, as described in section 393 of Book 2 of the Netherlands Civil Code, who will report to the Executive Committee on his findings and record the outcome of his audit in a statement.
6. The Executive Committee is required to keep all the documents referred to in the preceding paragraphs for a period of seven years.

Amendments to the Articles of Association.

Article 14.

1. The Executive Committee is authorised to amend the Articles of Association.
2. A resolution by the Executive Committee to amend the Articles of Association will require a majority of two-thirds of the votes cast at a meeting in which all the members of the Executive Committee are present. If not all the members of the Executive Committee are present or represented at the meeting in which a proposal to amend the Articles of Association is to be considered, a second meeting will be convened and will be held no earlier than two and no later than four weeks after the first meeting. A valid resolution on the proposal submitted to the first meeting may be adopted in this second meeting, irrespective of the number of members of the Executive Committee present or

represented, provided such a resolution is adopted by a majority of two-thirds of the votes cast.

3. The notice convening a meeting in which an amendment to the Articles of Association is to be considered must include a copy of the proposal quoting the verbatim text of the proposed amendment.
4. A resolution to amend the Articles of Association requires the approval of the Board of Participants, who can only grant such approval by a majority of two-thirds of the votes cast at a meeting at which at least two-thirds of the Participants are present. Paragraph 2 of this article will be applicable 'mutatis mutandis'.
5. Contrary to the provision of paragraph 4, a resolution to amend the Articles of Association, requires the approval of all the Participants if and insofar as the obligations of the Participants will be increased as a result of such an amendment.
6. A resolution to amend the Articles of Association will not become effective until a notarial record has been drawn up. Every member of the Executive Committee is authorised to have such a deed executed.

Winding up.

Article 15.

1. The Executive Committee is authorised to wind up the foundation.
2. The provisions of paragraph 2 of the preceding article are applicable 'mutatis mutandis' to the Executive Committee's resolution to wind up the foundation.
3. The resolution to wind up the foundation will also determine how the balance left after liquidation will be appropriated.
4. Paragraph 4 of article 14 will be applicable 'mutatis mutandis' to a resolution to wind up the foundation and to determine the appropriation of the balance left after liquidation.
5. After the winding up, the foundation will be liquidated by the members of the Executive Committee.
6. After the liquidation, the foundation's books and records will remain in the keeping of the person to be designated by the liquidators for the period prescribed in law.
7. The provisions of chapter 1, Book 2 of the Netherlands Civil Code are otherwise applicable to the liquidation.

Bylaws.

Article 16.

1. The Executive Committee may adopt one or more bylaws.
2. Paragraphs 2 to 5 inclusive of article 14 above will be applicable 'mutatis mutandis' to a resolution to adopt and amend bylaws.

Final provisions.

Article 17.

1. The Executive Committee will decide in any cases not provided for in law or in the Articles of Association.
2. He can mean she in the context of this document.

Article 18.

1. The Executive Committee has been appointed for the first time by virtue of this deed.
2. The first financial year of the foundation ends on 31 December two thousand and eight.

END OF THE ARTICLES OF ASSOCIATION.

Final statement.

Finally, the person appearing, acting in the aforesaid capacity, has declared that the following persons have been appointed as members of the Executive Committee of the Foundation:

1. Ms Martine Marie de Boisdeffre,
2. Mr Christophe Jean-Baptiste Marie Dessaux,
3. Ms Claudia Josefine Elisabeth Dillman-Kühn,
4. Mr Wim van Drimmelen, aforesaid;
5. Mr Johan Pieter Jan Geleijnse,
6. Mr Edwin Jacob Frederik Boudewijn van Huis,

7. Ms Elisabeth Charlotte Niggemann,

8. Mr Wilhelmus Gerardus van der Weiden,

Conclusion.



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

WHEREOF DEED, executed in The Hague on the date written at the beginning of this deed.

After the substance of this deed and an explanation thereof had been communicated to the person appearing, he declared that he had had the opportunity to read the contents of this deed in good time before its execution and that he had read its contents and agreed to them, and that he did not require it to be read out in full.

Immediately after reading out loud those parts of this deed which the law requires being read out loud, this deed was thereafter signed by the person appearing, and thereafter signed by me, civil-law notary.

I, the undersigned, Asaf Lahat, sworn translator for the English language, solemnly and sincerely declare that the foregoing document is a true and full translation from Dutch into English of the original seen by me.

Amsterdam, 20 November 2007

