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dossier: LG/2003.002849.01/km

FOUNDATION

On the twenty-ninth of October two thousand three appeared before me, Leonard Alexander Galman, civil-law notary in Amsterdam:
mr John Arthur Nerbonne, born at ---- on ----, proving his identity by means of ----, living at ----, ----.

The appearer has declared to establish a foundation which aims at the realisation of the object to be described hereinafter by means of the capital destined and to be destined for this purpose and which foundation will be governed by the following

ARTICLES OF ASSOCIATION:

Name

Article 1

The name of the foundation is:

"Stichting European Chapter of the Association for Computational Linguistics".

The abbreviated name of the foundation is:

"Stichting EACL".

Seat

Article 2

The foundation has its seat in Groningen.

Object

Article 3

1. The Object of the foundation is to form a European financial partner for the European Chapter of the Association for Computational Linguistics, referred to below as "the Chapter", as it was chartered by the Executive Committee of the Association for Computational Linguistics, referred to below as "the Association", an association and legal entity according to the laws of Virginia (United States of America) on eighteen June nineteenthundred eighty-two in accordance with Article IV, Section 3, item g of the Association Constitution as amended on seventeen June nineteenthundred eighty-two.
2. The foundation i.a. tries to realise this object by cooperating with the Chapter toward the advancement of the science and application of computational linguistics and language technology in Europe. The activities which the Chapter conducts, and in which the Foundation might assist, include, but are not limited to, the following:
 - a. to encourage and facilitate membership in the Association by persons and institutions in Europe;
 - b. to provide a regional focus for members of the Association in Europe and a source of information on European activities for the Association Executive Committee;
 - c. to establish banking facilities in Europe that simplify financial transactions with the Association by its European members;
 - d. to establish distribution facilities for the dissemination of Association and Chapter publications and information materials;

- e. to promote cooperation and information exchange among related scientific and professional societies within Europe.
3. The object does not include: making payments to the incorporators of the foundation or to those forming part of the bodies of the foundation.

Article 4

Within the rules of the constitution of the Association, the foundation will serve all members of the Association who reside in Europe and Association members in adjacent regions, especially the Near East and North Africa.

Board

Article 5

1. The foundation will be managed by a Board consisting of at least three natural persons and not more than five natural persons, to be called Board members. The Chapter chair, the Chapter secretary and the Chapter treasurer are members of the Board. The Board will fix the number of members of the Board.
2. These Board members will be appointed for an indefinite period. The chair, the secretary and the treasurer are appointed in the manner mentioned in paragraph 1. The possible other Board members are appointed by the Board.
3. If at any time the number of Board members will be less than the minimum number fixed, the Board members still holding office (two at least) will constitute a legal Board.
4. If at any time no Board member or only one Board member will be holding office, two temporary Board members respectively one temporary Board member may, in case the vacancies will not be filled, be designated by the District Court in Amsterdam at the request of every party interested; the function of a temporary Board member thus designated will end as soon as at least two Board members have again been appointed in accordance with the provisions of these articles of association.

End of Board membership

Article 6

1. A Board member, even in case he has been appointed for a specific period, may at any time be dismissed or suspended by means of a unanimous resolution of all other Board members. A suspension not followed by a dismissal within three months will lapse after expiry of said period.
2. Resigning Board members may at any time be re-appointed.
3. The function of a Board appointed in any quality whatsoever will end in case of loss of such quality.
4. The function of a Board member will moreover end by his death, by resignation or by dismissal by the District Court, in accordance with the provisions of article 298 of Volume 2 of the Civil Code. A Board member dismissed by the District Court cannot be re-appointed Board member.

Tasks of the Board and Representation

Article 7

1. The Board will promote the interests of the foundation in the widest sense and will be competent, within the limits of these articles of association, to perform all acts of management and disposal deemed necessary or desirable by the Board for the realisation of the object and will be competent to resolve to enter into agreements for purpose of acquisition, alienation and encumbrance of registered property and to enter into agreements in which the foundation binds itself as surety or several co-

- debtor, answers for a third party or binds itself as security for a debt of a third party.
2. In addition to the Board, the foundation will be represented by any Board member. All this does not prejudice the power of the Board to make special representation provisions for specific cases.

Convening of Board meetings

Article 8

1. The Board meetings will be convened by the secretary or the chairman whenever they deem this necessary and within seven days after at least two Board members have submitted a written request for the holding of a meeting and with specification of the items to be considered to the chairman or the secretary.
2. The written convening notices will be sent to the addresses of the Board members.
3. The period for convening will be at least thirty days, exclusive of the day of convening and that of the meeting.
4. The convening notice will contain the subjects to be considered.
5. Written resolutions may be passed without a meeting being held provided they will be passed unanimously by all Board members.
6. As long as all Board members will be present or represented in a Board meeting, valid resolutions may be passed provided this will be done unanimously as regards all subjects brought up for consideration - so inclusive of a proposal to amend the articles of association or to dissolve the foundation - even if no convening notice has been sent or a convening notice has not been sent in the way prescribed or any other regulation as regards the convening and holding of meetings or any relative formality will not have been complied with. All Board resolutions will be laid down the minute book and will be signed by the secretary and the chairman.

Board meetings

Article 9

1. The Board meetings will be held at the location to be decided by the Board.
2. Annually, not later than six months after the end of the financial year, a Board meeting - the annual meeting - will be held. The following subjects will be considered in this meeting:
 - a. the annual report and the annual financial statements as referred to in article 12;
 - b. possible vacancies will be filled;
 - c. proposals announced in the convening notice.
3. The Board meetings will be presided over by the chairman. If he is absent, the meeting itself will designate a chairman.
4. The Board meetings will be held in coordination with the scientific Chapter meetings.

Passing resolutions by the Board meeting

Article 10

1. The opinion of the chairman expressed at the meeting as regards the result of a casting of votes will be decisive. The same applies to the substance of a resolution passed insofar as votes were cast on a proposal not laid down in writing.
2. However, if immediately after the opinion referred to in the first paragraph has been given, the correctness thereof will be contested, a new ballot will be held if so desired by the majority of the meeting or, in case the original ballot was not held by call or in writing, by one Board member present.
3. Insofar as not determined otherwise by the articles of association or the law, all resolutions of the Board meeting will be passed by an absolute majority of the valid

votes cast.

4. Abstentions will be deemed votes not cast.
5. If, in case of an election of persons, no person has obtained the absolute majority, a second ballot among the candidates will be held. If again no person has obtained the absolute majority, re-ballots will be held. In case of an equality of votes between two persons after a re-ballot, lots will be drawn to decide which of them has been appointed.
6. In case of an equality of votes on a proposal not relating to the election of persons, the proposal has been rejected.
7. All votes will be cast by word of mouth unless the chairman wishes a written ballot desirable or one of the persons entitled to vote desires this prior to the votes being cast. Votes will be cast in writing by means of unsigned, sealed ballot papers. The passing of resolutions by acclamation is possible unless a person entitled to vote wants votes to be cast by call.

Advisory body

Article 11

1. The foundation has an advisory body.
2. Members of the advisory body shall advise the Board on matters concerning the foundation's field of work. The advice is appropriate even without specific request from the Board.
3. The members of the Chapter advisory body are members of the advisory body.

Financial control

Article 12

1. The financial year coincides with the calendar year.
The Board shall keep records of the capital position of the foundation and of everything relating to the activities of the foundation, in accordance with the requirements ensuing from these activities, in such a way and to preserve the accounting records, vouchers and other data carriers belonging thereto in such a way that its rights and obligations can be read therefrom at any time.
2. Before the first of July after the end of every financial year, the Board will compile a balance sheet and a specification of gains and charges, to be laid down in writing. These annual financial statements will, after confirmation, be signed by all Board members and will be accompanied by a report on the activities and the course of affairs in the financial year concerned.
3. The Board may designate an expert to audit the annual financial statements.
4. The Board shall preserve the said accounting records, vouchers and other data carriers mentioned in paragraphs 1 and 2 of this article during a period of seven years. The data contained in a data carrier, except the balance sheet and the specification of gains and charges laid down in writing, may be transferred to and preserved at an other data carrier provided the transfer takes place with correct and full representation of the data and these data will be available during the entire period they should be preserved and can be reproduced within a reasonable period.

Regulations

Article 13

1. The Board is empowered to adopt regulations in which those matters are settled which have not been provided for in these articles.
2. The regulations may not be in breach of the law or these articles.

3. The Board is at all times empowered to amend or cancel the regulations.

Amendment of the articles of association

Article 14

1. The articles of association of the foundation can only be amended by a resolution of a Board meeting which meeting has been convened with the communication that a proposal for an amendment of the articles of association will be made in the meeting.
2. The persons having sent the convening notice for a meeting to consider a proposal for an amendment of the articles of association shall send a copy of this proposal, containing the verbatim text of the proposed amendment, to all Board members at least thirty days prior to the meeting.
3. A resolution to amend the articles of association will require at least two-thirds of the valid votes cast in a meeting in which at least two-thirds of the Board members shall be present or represented. If two-thirds of the Board members will not be present or represented, a second meeting may be convened and held within four weeks thereafter in which second meeting a resolution can be passed on the proposal brought up for consideration in the first meeting, irrespective of the number of Board members present or represented, provided this will be done by a majority of at least two-thirds of the valid votes cast.
4. An amendment of the articles of association shall be brought about by notarial deed on penalty of nullity. Every Board member will be competent to pass the deed.

Dissolution

Article 15

1. If the Board holds the view that the object of the foundation cannot or can no longer be realised adequately, the Board may establish the dissolution of the foundation; such a resolution of dissolution will be passed in accordance with the provisions of the preceding article.
2. In case of dissolution, the foundation will be liquidated by the Board members then holding office; as regards said liquidation, the articles of association will continue to be applicable also as regards the filling of vacancies.
3. The balance of capital of the dissolved foundation, left after payment of all debts, will be given a destination in the manner to be determined by the Board in behalf of an object being as much as possible in accordance with the spirit of the object of the foundation.

Final provisions

Article 16

1. In all cases within the limits of these articles of association but not provided for therein, will be determined by means of a Board resolution.
2. In these articles of association, in writing means: any message transmitted through usual means of communication, evidenced in writing.
3. The first financial year will end ultimo two thousand and four.

Final statement

For the first time the number of Board members is fixed at three and the following persons are appointed Board members:

1. mr Mike Rosner, born at ----- on -----, living at -----, treasurer;
2. mr John Carroll, born at ----- on -----, living at -----, secretary;

3. Mrs Claire Gardent, born at ---- on ----, living at ----, chair.

The appearer is known to me, civil law notary.

Prior to the present deed being passed, I, civil law notary, have stated the sum and substance of the text of this deed to the appearer and have given a relative explanation.

The appearer declared to have taken cognizance of the text of the deed and to agree thereto.

This deed was passed in Amsterdam on the date stated in the preamble of the deed.

Immediately after a restricted reading-out, the deed was signed by the appearer and by me, civil law notary.