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Deed of amendment to the articles of association¹

On this day, the twenty-third day of February two thousand and twenty-four, appeared before me, Richardus Jacobus Martinus Klemann, civil law notary in Rotterdam: Ms. Shamina Shabab Balaydin, born in the district of Nickerie (Suriname) on the nineteenth day of November nineteen hundred and ninety-six, office address Hoofdweg 236, 3067 GJ Rotterdam, to this effect acting as the written proxy, with full legal capacity, of the association **FORMAL METHODS EUROPE**, which has its registered office in the municipality of Delft, with its principal place of business at Coolhaven 181, 3015 GC Rotterdam, The Netherlands, registered in the trade register under number 27171991, hereinafter to be referred to as: **The Association**, which declared that in execution of a resolution of the Board of the Association passed at a meeting held on the first of February two thousand and twenty-four - of which a copy of the minutes shall be attached to this deed - hereby adopt the Articles of Association amended as follows.

Article 1.

Definitions.

In these Articles of Association, the following definitions apply:

- *General Assembly*: the body of the Association formed by voting members of the Association.
- *Board*: the Board of the Association.
- *In written form*: put on paper.
- *In writing*: by letter, fax, or e-mail. Or else by message transmitted by any other common means of communication that can be received electronically or in writing provided that the identity of the sender can be established with adequate certainty.
- *Articles of association*: the articles of association of the Association.
- *Association*: the legal entity covered by the Articles of Association.

¹ This text was made based on the Dutch original, using the automatic translator deepL.com. Afterwards minor manual adjustments were made by members of the FME board, including native Dutch speakers, and taking advantage of advice from a native English speaker. In cases of dispute, the Dutch original prevails.

Article 2.

Name.

The name of the Association is **Formal Methods Europe**.

Article 3.

Seat.

The Association is seated in the municipality of Delft.

Article 4.

Purpose.

1. The Association aims to:
 - encourage the use of formal methods by European industry.
 - foster international cooperation between researchers and users of formal methods, with the aim of exchanging ideas, identifying common interests and establishing links between research and application areas.
2. The Association seeks to achieve this goal by, inter alia:
 - Coordinating, initiating, and supporting conferences, workshops, and courses on formal methods.
 - providing security for the benefit of third parties.
 - disseminating information on experiences, tools, projects, standards, research, publications and conferences through newsletters, books, press publications, internet publications and a programme of meetings.
 - cooperate with all appropriate (government) institutions working in the field of formal methods.
 - and further by all other lawful means.
3. The Association defines formal methods as "techniques with a mathematical basis for the specification, development or verification (manual and automated) of software and hardware systems". The Association will interpret this broadly, aiming to include all methods by which computer systems (hardware and software) can be developed with precision and rigour.
4. Membership of the Association is open to current and prospective users of formal methods and to other interested individuals and legal entities. Members are asked to provide brief details of their involvement with formal methods (if any) so that the association can assess the level of knowledge and use of formal methods.

Article 5.

Members. Honorary members. Institutional members.

1. The Association has members, honorary members, and institutional members. Wherever these Articles of Association or any regulations or resolutions adopted pursuant to these Articles of Association refer to member or members, this shall include ordinary members, institutional members, and honorary members, unless explicitly expressed otherwise or unless clearly intended otherwise.
2. The Board shall keep a register containing the names and contact details of all members, honorary members, institutional members, and patrons. Members are obliged to report changes in their contact details to the Board without delay.
3. Members are those who have applied to the Board to become members and have been admitted to the Association as such by the Board.
4. Honorary members are those who, due to special merits for the association, have been appointed as such by the General Assembly and have accepted their appointment.
5. Institutional members can only be legal entities that have declared their willingness to contribute substantially and have been admitted to the Association as such by the Board.

Article 6.

Admission.

1. The Board decides on the admission of members, honorary members, and institutional members.
2. In case of non-admission to membership, the General Assembly may still decide on admission.

Article 7.

End of membership and end of rights and obligations of prospective members and benefactors.

1. Membership of the Association shall terminate:
 - a. by the member's death.
 - b. by cancellation by the member.
 - c. by termination by the Association. This may take place if a member has ceased to meet the membership requirements set by the Articles of Association, if the member fails to fulfil the obligations of the member towards the Association, as well as if the Association cannot reasonably be required to continue the membership.
 - d. by dismay. It can only be pronounced when a member acts contrary to the Statutes, regulations or resolutions of the Association, or unreasonably prejudices the Association.
 - e. when, after the expiry of three years of membership, a member has not indicated to the Board that the member wishes to continue its membership for a further period of three years.
2. Termination by the Association shall be effected by the Board.
3. Termination of membership by the member or by the Association may be effected at any time.
4. Expulsion from membership shall be effected by the Board.
5. A decision to terminate membership by the Association on the grounds that a member has failed to fulfil the member's obligations towards the Association, as well as a decision that the Association cannot reasonably be required to continue the membership and a decision to expel the member from membership shall be open to appeal to the General Assembly within one month of receiving notification of the decision. The member concerned shall be notified In Writing of the decision and the reasons for it as soon as possible. During the appeal period and pending the appeal, the member shall be suspended, provided, however, that the suspended member shall have the right to address the General Assembly at which the appeal referred to in this paragraph is considered.

Article 8.

Donors.

Donors shall be those who have been admitted as such by the Board. The Board shall be authorised to terminate the sponsorship In Writing. Donors shall be obliged to make an annual financial contribution to the Association, the minimum size of which shall be determined by the General Assembly. Donors shall be entitled to terminate their donorship at any time, with the contribution for the current financial year remaining due.

Article 9.

Annual contributions. Commitments.

1. Members and institutional members and donors are liable to pay an annual contribution, which will be determined by the General Assembly. For this purpose, they can be divided into categories that pay different contributions.
2. In addition to the above-mentioned contributions, the Association's cash resources may consist of any entrance fees, inheritances (acceptance can only be under the privilege of inventory), bequests, donations, and other income.

3. Honorary members - provided they are not also members - do not pay annual dues, but otherwise have the same rights as members.
4. The Board is authorised to grant full or partial exemption from the obligation to pay a contribution in special cases.
5. The Board, after obtaining the consent of the General Assembly, is authorised to attach commitments to membership.

Article 10.

Governance.

1. The Board consists of a number to be determined by the General Assembly of three or more persons appointed by the General Assembly.
Board members shall be appointed from among the members of the Association, subject to the provisions of paragraph 2 of this article.
2. The General Assembly may decide that one Board member be appointed outside the members.
3. Board members are appointed from one or more nominations.
Both the Board and each of the members are authorised to make such a nomination. The Board's nomination shall be communicated with the notice of the assembly. A nomination by a member must be submitted In Writing to the Board no later than seven days before the assembly.

Article 11.

End of membership of Board. Periodic resignation. Suspension.

1. Any Board member, including those appointed for a fixed term, may be dismissed or suspended by the General Assembly at any time.
A suspension that is not followed by a decision to dismiss within three months ends by the expiry of that period.
2. Each Board member shall retire no later than at the General Assembly referred to in Article 15 paragraph 2 in the third year following her/his appointment, according to a retirement schedule to be drawn up by the Board.
The retiring Board member is eligible for re-election; whoever is appointed to an interim vacancy takes the place of the predecessor of the newly appointed Board member on the schedule.
3. Membership of the Board shall further terminate:
 - a. by termination of membership of the Association in the case of a Board member appointed from among the members.
 - b. by retirement from the Board.

Article 12.

Functions on the Board. Decision making of the Board.

1. The Board shall appoint from among its members a chair, a secretary, and a treasurer.
The Board may appoint a replacement for each of them from among its members. A Board member may hold more than one position.
2. The Board meets as often as one or more of the Board members deems necessary. The convocation shall be made - specifying the items to be discussed - by the Board member initiating the meeting, subject to at least eight days' notice.
At meetings, each Board member is entitled to cast one vote.
The Board members may be represented by another Board member by proxy established In Writing. Board meetings may be held by telephone or video conferencing, or by any other means of communication, provided that each participating Board member can be heard simultaneously by all others. Minutes of the proceedings of each meeting of the Board shall be drawn up by the secretary and shall be adopted and signed by the chair and the secretary. Minutes may also be signed electronically provided that the identity of the signatories can be established with adequate certainty. If the requirements for convening an agenda of meetings

and making items to be discussed available for inspection have not been complied with, legally valid resolutions may nevertheless be passed provided all Board members have agreed to the decision making on those items.

3. The Board shall decide by an absolute majority of the valid votes cast by all Board members present or represented at the meeting, who may participate in the decision-making process.

The Board may also pass resolutions outside a meeting, provided this is done In Writing, all Board members are aware of the resolution to be passed, none of them objects to this manner of passing resolutions and the resolution is passed by an absolute majority of the votes validly cast by Board members who are entitled to participate in the decision making. In case of an equality of votes, the chair decides.

4. A Board member shall not participate in the deliberations and decision making if the Board member concerned has a direct or indirect personal interest therein that conflicts with the interests of the Association and its affiliated organisation. If this prevents a Board decision from being taken, the decision shall be taken by the General Assembly.
5. Additional rules concerning the meetings of, and decision making by, the Board may be laid down in by-laws.

Article 13.

Task of the Board. Representation. Fees.

1. Subject to the restrictions under the Articles of Association, the Board shall be in charge of running the Association. In discharging their duties, the Board members shall be guided by the interests of the Association and its affiliated organisation.
2. If the number of Board members has fallen below three, the Board remains qualified. However, the Board is obliged to convene a General Assembly as soon as possible to consider the filling of the vacancy (or vacancies). In the event of the absence or inability to act of one or more Board members, the remaining Board member(s) shall be in charge of the entire management.

The General Assembly shall ensure that a person is appointed to temporarily manage the Association in the event of the absence or inability of all the Board members or of the sole Board member. For the purposes of these Articles of Association, an inability to act means in any case the circumstance that:

- a. the Board member is unavailable for a period of more than seven days due to illness or other causes; or
- b. the Board member is suspended.
3. The Board is authorised to have some of its tasks carried out under its responsibility by committees appointed by the Board.
4. Subject to the approval of the General Assembly, the Board shall be authorised to resolve to enter into agreements to acquire, dispose of and encumber registered property, and to enter into agreements whereby the Association binds itself as surety or joint and several co-debtor, warrants performance by a third party or binds itself as security for a debt of another, and to represent the Association in respect of these acts. The absence of the aforementioned approval of the General Assembly may be invoked against third parties.
5. The General Assembly is authorised to subject resolutions of the Board to its approval. These decisions should be clearly defined and communicated to the Board In Writing.
6. Without prejudice to the provisions of paragraph 4 of this article, the Association shall be represented by the Board. The power of representation also accrues to two Board members acting jointly.

Article 14.

Management report. Accounts and reporting.

1. The financial year of the Association shall be the calendar year.

2. The Board is obliged to keep records of the Association's financial situation and of everything concerning the Association's activities in accordance with the requirements arising from these activities, and to keep the books, documents and other data carriers in such a way that the Association's rights and obligations can be known at all times.
3. At a General Assembly, no later than six months after the end of the financial year, unless this period is extended by a maximum of four months by the General Assembly, the Board shall present a management report on the affairs of the Association and the policies pursued. At the same meeting, the Board shall submit the balance sheet and the statement of income and expenditure with explanatory notes to the General Assembly for approval.
These documents (In Written Form) shall be signed by the Board members; if the signature of one or more of them is missing, this shall be stated and reasons given. After expiry of the time limit, any member may ask in court for that the Board members fulfil these obligations.
4. The General Assembly shall annually appoint from among the members a finance committee of at least two persons who may not be members of the Board. The finance committee shall examine the documents referred to in the second sentence of paragraph 3 of this article and report its findings to the General Assembly. The Board shall be obliged to provide the finance committee with any information it requests for the purpose of its investigation, to show it the Association's cash and values if it so wishes and to make the Association's books, records and other data carriers available for consultation.
5. If the examination of the accounts requires special accounting knowledge, the finance committee may be assisted by an expert.
6. The burden on the finance committee may be revoked at any time by the General Assembly, but only by the appointment of another finance committee.
7. The Board shall be obliged to keep the books, documents and other data carriers referred to in paragraphs 2 and 3 of this article for seven years, without prejudice to the provisions below in paragraph 8 of this article.
8. The data on a data carrier, with the exception of the balance sheet and statement of income and expenditure (In Written Form), may be transferred and kept on another data carrier, provided that the transfer is made with correct and complete reproduction of the data and that such data are available for the entire period of retention and can be made readable within a reasonable time.

Article 15.

General Assemblies.

1. The General Assembly shall have all powers in the Association that are not assigned to the Board by law or by the Articles of Association.
2. A General Assembly - the Annual Meeting - is held annually, no later than six months after the end of the financial year. Items to be discussed in the annual meeting include:
 - a. the management report and the accounts referred to in Article 14 with the report of the committee referred to therein.
 - b. the appointment of the committee referred to in Article 14 for the next financial year.
 - c. provision for any vacancies.
 - d. proposals by the Board or members, announced in the notice of the meeting.
3. Other General Assemblies are convened as often as the Board deems appropriate, or when it is obliged to do so by law or the Articles of Association.
4. Furthermore, at the request In Writing of at least such a number of members as is authorised to cast at least one-tenth of the votes, the Board shall be obliged to convene a General Assembly at a time not exceeding four weeks after submission of the request. If the request is not complied with within fourteen days, the applicants themselves may convene the assembly by notice in accordance with Article 19. The

petitioners may then assign responsibility for chairing the assembly and drawing up the minutes to members not on the Board.

Article 16.

Access and voting rights.

1. Admitted to the General Assembly are all members of the Association, the Board member who is not a member of the Association, and all honorary and institutional members. Suspended members and suspended Board members shall not have access, subject to the provisions of paragraph 8 of Article 7.
2. The admission of persons other than those referred to in paragraph 1 of this article shall be decided by the General Assembly.
3. Each member of the Association who is not suspended has one vote. The Board member who is not a member of the Association has an advisory vote.
4. A member's vote may be cast by another member authorised In Writing.
5. If the Board has opened the possibility to do so in the notice of a General Assembly, the members are authorised to exercise their voting right by means of an electronic means of communication, provided that (i) the conditions to be imposed on the use of the means of communication such as the connection and the like are disclosed in the notice, (ii) the member can be identified, (iii) the member can directly take note of the proceedings at the assembly, and (iv) if this possibility is opened, the member can participate in the deliberations.
6. If the Board has opened the possibility to do so In Writing, votes may be cast prior to the General Assembly via an electronic means of communication, but not earlier than the thirtieth day before that of the assembly, at a specially designated e-mail address. These votes are added to votes cast at the General Assembly.

Article 17.

Chair. Minutes.

1. The General Assemblies are presided over by the chair, or by the chair's deputy appointed for the occasion. In the absence of the chair and the chair's deputy, one of the other Board members to be appointed by the Board shall act as chair. If the presidency is not provided for in this way either, the assembly itself shall provide for it. Until then, the presidency will be held by the oldest person present at the assembly in terms of age.
2. Minutes shall be taken of the proceedings at each assembly by the secretary or another person designated by the chair for that purpose. The minutes shall be adopted and signed by the chair and the minute taker. Minutes may be signed electronically provided that the identity of the signatories can be established with adequate certainty. Those who convene the assembly may cause a notarial record of the proceedings to be drawn up. The contents of the minutes or record shall be brought to the attention of the members.

Article 18.

Decision making of the General Assembly.

1. The opinion of the chair expressed at the General Assembly concerning the result of a vote shall be decisive. The same applies to the content of a resolution passed insofar as a vote was taken on a proposal not recorded In Writing.
2. However, if the correctness of an opinion referred to in the first paragraph is disputed immediately after it is expressed, a new vote shall be taken if the majority of the assembly or, if the original vote was not by roll call or by ballot paper, or a person present with voting rights so requires. This new vote nullifies the legal effects of the original vote. Votes cast electronically in accordance with Article 16 paragraph 6 before the General Assembly are also deemed to have been cast in the new vote.

3. Insofar as the Articles of Association or the law do not provide otherwise, all resolutions of the General Assembly shall be passed by an absolute majority of the votes cast.
4. Blank votes and invalid votes are deemed not to have been cast.
5. If in an election of persons no one obtains an absolute majority, a second vote, or in the case of a nomination, a second vote between the nominated candidates, shall take place. If again no one obtains an absolute majority, repeated voting shall take place until either one person obtains an absolute majority or the vote is between two persons and the votes are tied.
In the aforementioned re-ballots (not including the second ballot), a vote shall always be taken between the persons voted for in the previous ballot, but excluding the person who received the smallest number of votes in that previous ballot.
If the smallest number of votes were cast for more than one person in that preceding ballot, lots shall be drawn to determine which of those persons can no longer be voted for in the new ballot. In the event of a tie in a vote between two persons, lots shall decide which of the two is elected.
6. If the votes are tied, the proposal is rejected, without prejudice to the provisions of paragraph 5 of this article.
7. All voting shall take place orally. However, the chair may determine that votes shall be cast by ballot papers. If it concerns an election of persons, any person present and entitled to vote may also request that votes be cast by ballot papers.
Voting by ballot shall be by unsigned sealed ballot papers. Decision making by acclamation is possible unless a person entitled to vote demands a vote by roll call.
8. A unanimous resolution of all members, even if not convened in an assembly, if taken with the prior knowledge of the Board, shall have the same force as a resolution of the General Assembly. This also applies to decisions to amend the Articles of Association or to dissolve the Association.
9. As long as all members are present or represented at a General Assembly, valid resolutions may be passed, provided they are passed unanimously, on all items on the agenda - including, therefore, a proposal to amend the Articles of Association or to dissolve the Association - even if the notice convening the assembly has not been issued in the prescribed manner or if any other requirement concerning the convening and holding of assemblies or a related formality has not been observed.

Article 19.

Convening General Assembly.

1. General Assemblies are convened by the Board, without prejudice to the provisions of Article 15 paragraph 4.
The convocation shall be made In Writing to the addresses of the members, according to the register referred to in Article 5.
The notice period shall be at least 14 days.
2. The notice of the assembly shall state the subjects to be discussed, without prejudice to the provisions of Articles 20 and 21.

Article 20.

Amendment of the Articles of Association.

1. Without prejudice to the provisions of Article 18 paragraphs 8 and 9, the Articles of Association may only be amended by a resolution of a General Assembly convened with the announcement that an amendment of the Articles of Association will be proposed at that assembly. Notwithstanding the provisions of Article 19, the period for convening an assembly as referred to in the previous sentence shall be one month.
2. Those who have given notice of the General Assembly to discuss a proposal to amend the Articles of Association must make a copy of that proposal, containing the proposed amendment verbatim, available for inspection by the members in a place

suitable for that purpose at least one month before the assembly until after the day on which the assembly is held.

3. A resolution to amend the Articles of Association requires at least two-thirds of the votes cast, at an assembly at which at least fifty percent (50%) of the members are present or represented. If fifty per cent (50%) of the members are not present or represented, a second assembly shall be convened after that assembly, to be held within four weeks of the first assembly at which the proposal as discussed at the previous assembly may be decided on, irrespective of the number of members present or represented, provided it is decided by a majority of at least two-thirds of the votes cast.
4. An amendment to the Articles of Association shall not enter into force until a notarial deed has been drawn up. Each Board member is authorised to execute the deed.

Article 21.

Dissolution.

1. The Association may be dissolved by a resolution of the General Assembly. The provisions of paragraphs 1 and 3 of Article 20 shall apply mutatis mutandis.
2. After dissolution, the liquidation shall be carried out by the Board members. The Board may decide to appoint other persons as liquidators.
3. Any surplus balance of the dissolved Association shall be spent as far as possible in accordance with the purpose of the Association.
4. Upon completion of the liquidation, the books, records and other data carriers of the dissolved Association shall remain in the custody of the person appointed by the liquidators for the period prescribed by law.
5. The liquidation is otherwise subject to the provisions of Title 1 Book 2 o the Civil Code.

Article 22.

By-laws.

1. The General Assembly may adopt by-laws.
2. By-laws may not be contrary to the law, even where it does not contain mandatory law, nor to the Articles of the Association.

Final statement.

Finally, the appearing person stated that the aforementioned resolution was evidenced by a declaration signed by all the Board members, which is attached to this deed (**Annex**).

Proxy.

The power of attorney to the person appearing is induced by a private document attached to this deed.

Id.

The appearing person is known to me, civil law notary, and the identity of the appearing person has been established by me, civil law notary, on the basis of an appropriate document.

Place and date of signature.

This deed was executed in Rotterdam on the date mentioned in the heading of this deed.

Notes.

After stating the contents of this deed and explaining its contents to the person appearing, the latter stated:

1. to have taken cognisance of the contents of this deed in good time before its execution;
2. agree to its contents; and

3. did not wish to read this deed in full.

Reading and signature.

Immediately thereafter, this deed was read aloud in a restricted manner and signed by the appearing person and me, civil law notary.