

Foundation of a Society

At seven june two thousand eighteen appeared before me, mr. Klaas Johannes van den Dool, notary in Delft:

1. Mrs. Petronella Maria Wognum, <personal data>
2. Mr. Wilhelmus Johannes Cornelis Verhagen, <personal data>.

The appearers declared hereby:

- with this certificate a society is established by the founders
- statutory rules are established with this certificate as follows:

STATUTORY RULES

Article 1 - Name and location

1. Name

The society has the name: **International Society of Transdisciplinary Engineering.**

The short name of the society is ISTE.

2. Location

The society has statutorily been established in the municipality Delft.

Article 2 - Goal

1. Goal

The society has the goal to improve engineering research, practice, and education by widening the scope of engineering thinking, including improving the integration of and alignment between natural and social sciences, and other relevant disciplines, like financial and environmental disciplines.

2. Means

The society aims to achieve the goal by, for example:

- Dissemination of knowledge through conferences on selected themes in the area of Transdisciplinary Engineering research, education, and processes;
- Publication of conference papers in proceedings and scientific and professional journals;
- Dissemination of information through a newsletter, a website, and social media.

Article 3 - Membership

1. Members

Members of a society could be:

natural persons of sixteen years an older and legal entities, who subscribe to the goals and statutory rules of the society.

Membership is personal and not transferable.

2. Application and admission as member

Members are those who have applied as member at the board and have been admitted by the board to the society. In case of non-admittance by the board the AGM can still decide to admit.

3. Register of members

The secretary of the board maintains a member register, in which the names and addresses of members are contained.

4. Suspension

The board can suspend a member for a period of maximum three months if the member repeatedly ignores his or her membership duties or on the basis of actions and conduct that damage the society interests. During this period the member cannot execute his or her membership duties and rights.

5. Appeal at the AGM

Within one month after the member has been informed about the decision to suspend, the member can appeal at the AGM and defend him or herself there. During the term of appeal and the appeal, the member stays suspended.

Article 4 – End of membership

1. End

Membership ends by:

- a. Death of the member;
Is a legal entity member of the society, its membership ends when it ceases to exist, even when this is the consequence of a fusion or splitting up;
- b. Resignation by the member
- c. Resignation by the Society
- d. By discharge.

2. Resignation by the member

Resignation of the membership by a member can only be done by the end of the financial year, provided that this is done in writing and taking into account a term of at least one month.

The contribution for the running year is due by the member. Too late a resignation has the consequence that membership, including the accompanying financial duties, ends at the end of the following financial year, unless the board decides otherwise because of special circumstances.

A member cannot withdraw by resignation from a decision to increase the financial duties of members, except a situation stated in the following paragraph.

A member can resign immediately within a month after he or she has been informed of a decision to change the society into another legal entity or a fusion. In that case he or she still owes the contribution set for that year.

3. Resignation in the name of the society.

Discharge of the membership in the name of the society is executed by the board in writing (letter or email) to the member, mentioning the reason(s) for resignation.

Resignation is possible:

- when a member does not obey the rules as laid down in the statutory rules for membership,
- when a member – despite cautious reminders – does not fulfill his or her duties for the society,
- When it cannot reasonably be demanded that the society maintains the membership.

With the decision to discharge the membership the date of discharge of the membership is set. The contribution for the running year remains due.

4. Discharge

Discharge from membership is executed by the board, by means of a written message to the member, mentioning the reason(s) of discharge.

Discharge is possible when a member acts or has acted in contradiction with the statutory rules, bylaws of or decisions by the society, or when the member harms or has harmed the society.

Discharge is enacted immediately. The contribution for the running year remains due.

5. Appeal at the AGM

Within one month after the member has been informed of the decision to resign or discharge, the member can appeal at the AGM and defend him or herself at the AGM. During the term of appeal and awaiting the appeal the member is suspended.

Article 5 - Contributors

1. Contributors

Contributors are those, who have been accepted as such by the board. Contributors are bound by the statutory rules and the decisions of the board and the AGM. They have only access to the AGM when decided by the AGM. They do not have voting rights.

2. Admission and resignation

The arrangements for members as stated in these statutory rules concerning admission and resignation including their consequences, also equally apply as much as possible for contributors.

3. Financial contribution

The AGM establishes the minimum amount, either per financial year, or at once, that a contributor owes to the society.

4. Register of contributors

The general secretary keeps a register of names and addresses of contributors.

Article 6 - Financial means

The financial means of the society consist of:

1. Membership fees;
2. Donations;
3. Subsidies;
4. Sponsor money;
5. Donations by virtue of succession rights or gifts;
6. Income from activities of the society and her equity, and other assets.

Article 7 - Membership fee

1. Establishment of membership fee

Members pay an annual fee, the height of which is determined by the AGM.

Members may be divided into categories for which a different fee can be determined.

2. Dispensation

The board is authorized to allow dispensation to a member from paying the fee in a specific year, based on special circumstances.

3. Automatic payment

The AGM can decide that the annual fee is paid in several terms, under the condition that the member gives an order for automatic payment of the fee.

Article 8 - Board

1. Number of board members

The board that consists of at least three persons governs the society.

The AGM determines the number of board members.

When the number of board members decreases below the prescribed minimum the remaining board members execute the tasks of the board until the vacancies are fulfilled.

The board takes care that the AGM provides fulfillment of the vacancies as soon as possible.

2. Assignment of board members

The AGM appoints board members. This assignment occurs from the members of the society.

3. Nomination of the board

Appointment of board members occurs from nomination.

The board is authorized to make up a nomination.

Nomination by the board is announced in the invitation for the AGM.

A nomination is not binding.

4. Term of duty

Board members are appointed for a period of six years.

A board member can be re-appointed for an unlimited number of times.

5. Roster of resignation

The board determines a roster based on the term of duty of board members, regulating resignation, and maintains this roster.

The roster needs to be made up such that the board can function well. To achieve this, the first appointed board can, notwithstanding what has been stated before, decide to extend the term of duty for at most two of its members.

Who is appointed in an intermediate vacancy takes the place of his or her predecessor in the roster.

Article 9 – End of board membership; suspension

1. End of board membership

A board membership ends:

- by resignation on the basis of the roster;
- by resignation based on own request;
- by the end of membership of the society;
- by decease or by being in ward;
- when a curator or mentor has been appointed because of a mental illness;
- by dismissal on the basis of a decision of the AGM;
- when the member has been declared bankrupt, an arrangement has been declared applicable for debt remission for natural persons or when the member has received an arrangement for simple bankruptcy.

All this taking into account the following.

2. Suspension by the AGM

A board member can at any time be suspended by the AGM.

The suspension will be for three months maximum and can be extended by the AGM with the same term once. If during the suspension term no discharge of the board member is executed, the suspension ends with end of the suspension term.

The board member will be enabled to justify him or herself in the respective AGM and have him or herself assisted by a lawyer.

Article 10 – Board functions; board meetings

1. Composition of the board

The board has at least a president, a secretary, and a treasurer.

They will be appointed in function by the AGM.

The functions of secretary and treasurer can be united in one person.

For each of them the board can appoint from board members a person who will perform the function of the respective board member in case of illness or disqualification of the board member for whom he or she is the substitute.

2. Board meetings

The board will meet as often as the president, secretary or two other members of the board deem necessary. The meeting is preceded by a written invitation for the meeting prepared by the secretary, including an agenda of the subjects to treat, with complementary explanation and documents when needed.

The secretary or another person designated by the board makes minutes of the points discussed, which will be signed by the president or another board member present at the meeting.

Article 11 - Board tasks

1. Task

The board has the task to govern the society.

2. Committees or working groups

The board can install committees or working groups with simultaneous definition of their task. These committees or working groups act under responsibility of the board. The board is authorized to discharge them, appoint and fire their members and revise the task description.

3. Board authorization

The board is authorized to decide to engage in agreements to acquire, dispose of, and encumber register goods, and to engage in agreements in which the society commits itself to stand bail or to be indivisible debtor, or commits to a third party or to secure the debt of the third party.

The board needs the agreement of the AGM for decisions concerning what has been raised before. These limitations of the authorization of the board can be rebutted to third parties.

Article 12 - Representation

1. Statutory representation authorization

The society is represented by:

- the whole board, or
- the president together with the treasurer or secretary, or
- the treasurer together with the secretary.

2. Maintaining registration in Dutch Chamber of Commerce

The secretary takes care of maintenance of registration in the Dutch Chamber of Commerce.

3. Representation on the basis of mandate

The board or two board members acting together can mandate one or more board members or third parties, in collaboration as well as singular, to represent the society within the limits of the mandate.

Article 13 - Reporting and justification

1. Financial year

The financial year of the society runs from 1 may up to and including 30 April of the next calendar year.

2. Bookkeeping

The board takes care for maintenance and justification of the financial situation of the society, in such a way that the rights and duties of the society can be known continuously. The board takes care of an overview of income and payments in a financial year and an overview of her equity and debt at the beginning and end of that year, together with the annual reports, to be mentioned.

The board must keep the financial documents for at least seven years.

3. Annual documents. Control committee

The board presents the annual documents to the AGM.

If an accountant has not checked these documents, they need to be checked, preceding the AGM, by a control committee appointed by the AGM. The control committee needs to consist of at least two members who are not part of the board. A member can participate in the control committee for at most two consecutive years. The board is forced to open up to the control committee the whole bookkeeping and respective documents and to give all desired information. If the committee deems it necessary for the right execution of her task, she can have herself assisted by an external expert.

The committee presents a report of her investigation at the AGM, accompanied by an advice to approve the annual documents or not.

After the annual documents have been approved by the AGM the proposition is made to discharge the board for the accounting and justification.

Article 14 – The Annual General Meeting (AGM)

1. Authorization

In the society the AGM is entitled to all authorities that have not been assigned to the board by law or the statutory rules.

2. Meeting

The board convenes the AGM.

A number of members, authorized together to exert at least 1/10th of the votes can request the board in writing to convene an AGM within four weeks after the request. If the board did not convene the AGM within two weeks after receipt of the request the requesters can convene the AGM themselves.

3. Annual meeting

Annually, within six months after ending of the financial year, a general meeting – the annual meeting – will be held. In the annual meeting the following issues are discussed:

- a. the annual report of the board concerning the past year;
- b. the proposal to approve the annual report;
- c. the proposal to discharge the board;
- d. the appointment of members of the control committee for the new financial year of the society;
- e. the appointment of board members in case of vacancies;
- f. proposals of the board or of members, as announced in the convocation of the meeting.

4. Budget estimate

Within one month before the end of the financial year, the board submits a budget estimate for the coming year to her members.

Article 15 – Convocation of the meeting

1. **Way of convocation**

Convocation of the AGM takes place by means of:

- a publication in the newsletter or website of the society, or
- a written message to the addresses of the members according to the member register, or
- advertising in an often read journal or magazine.

2. **Term of convocation**

The term of convocation is at least fourteen days, not including the day of convocation and the day of the meeting.

3. **Content**

Besides the place, date, and time of the meeting, the convocation must contain an agenda in which all subjects are stated that are to be discussed.

Article 16 – Admission and voting rights

1. **Admission**

All non-suspended members, of the board as well as of the society, are admissible to the AGM. The meeting can decide to admit also other persons to (part of) the meeting.

Suspended members are admitted to that part of the meeting, where an appeal as meant in article 3.6 and article 4.5 applies.

2. **Voting rights**

Every member of the society has one vote.

A suspended member has no vote.

3. **Voting by mandate**

A member with voting rights can mandate another member with voting rights to vote on behalf of him or her.

This mandate must be given in writing and handed over to the board before the voting.

A member cannot represent more than two other members.

Article 17- Decision-making by the AGM

1. **Absolute majority**

As far as not determines in these statutory rules a decision is taken with absolute majority of the exerted votes.

In the meeting at least half of the members must be present or be represented.

When the required number of members is not present or represented, a new AGM can be convened in which the decision can be taken with a majority of at least 2/3rd of the exerted votes, independent of the number of members present or represented at the meeting. With the convocation it is mentioned why a decision can be taken, independent of the number of present or represented members.

The second meeting as mentioned above is not held sooner than two weeks and not later than four weeks after the first meeting.

Blank ballot papers and invalid ballot papers do not count for decision-making, but do count for determining the quorum as prescribe in these statutory rules.

2. **Establishing the voting results**

The judgment made by the president in the meeting concerning the result of a vote is decisive. The same applies to the content of a decision made, as far as the voting concerned a proposition that has not been presented in writing. If immediately after the president expressed his or her judgment, the decision is disputed, a new vote

takes place, if the majority of the meeting or, if the original vote was not individual or in writing, a member with voting rights requests a new vote. By the new vote, the legal consequences of the original vote are cancelled.

3. Election of persons

If in a vote on the election of persons no majority can be gained in a first vote, a new vote will take place. If then also no majority can be achieved, an intermediate vote is necessary to determine between which persons there will be a new vote.

If the votes are equal in a vote on the election of persons the lot decides.

4. Equal votes for other subjects

If the votes are equal for a subject that does not concern an election of persons, the proposal is rejected.

5. Ways to vote

All votes are exerted orally, unless the president or at least three members announce before the vote that they desire a written vote.

Written votes are exerted by unsigned, folded voting notes.

Decisions by acclamation are possible unless a member requests an individual voting.

6. Decisions outside the meeting

A unanimous decision of all members, even when not assembled in a meeting has, provided that it has been taken with foreknowledge of the board, the same power as a decision of the AGM.

7. Decision about subjects not announced

If in a meeting all members are present or represented, valid decisions can be taken – provided with majority votes – about all subjects that are discussed, even if a subject has not been announced in the prescribed way with the convocation of the meeting.

Article 18 – Managing the meeting; minutes

1. Management

The meeting of the members is presided by the president of the society or his or her substitute.

Is the president or his substitute not present, the board will appoint another board member as president of the meeting.

Is a president in this way also not provided then the meeting appoints her own management.

2. Minutes

Of each subject treated in the meeting the secretary makes minutes or another person appointed by the president of the meeting. The president and the person making the minutes sign the minutes.

Article 19 – Changing the statutory rules; legal fusion; legal splitting up

1. Announcement

The statutory rules of a society can be changed by a decision of the AGM. When a proposal to changes the statutory rules has been presented to the AGM, it needs to be mentioned in the convocation of the meeting.

2. Proposal

Those who have made convocation for the AGM to treat a proposal to change the statutory rules, have to make a copy of the proposal with the proposed changes

visible to the members at least five days before the meeting. The proposal remains visible until the end of the day on which the meeting is held.

3. **Execution**

A change of the statutory rules will become effective immediately after it has been laid down in a notarial certificate. Every board member is authorized to record a change in statutory rules by a notarial certificate.

A certified copy of the certificate of change and a continuous text of the changed statutory rules need to be kept in the Dutch Chamber of Commerce.

4. **Legal fusion; legal splitting up**

What has been stated in these statutory rules concerning the decision to change the statutory rules is equally applicable to a decision to a legal fusion or a legal splitting up.

Article 20 - Dissolution

1. **Decision to dissolve**

The society can be dissolved by a decision of the AGM. What has been stated in these statutory rules concerning a change in the statutory rules is equally applicable to a decision to dissolve.

With the decision to dissolve the destination of an eventual positive liquidation balance is determined.

If the society does not have balances at the time of her dissolution, she ceases to exist. In that case the board will inform the Dutch Chamber of Commerce of this situation.

The books and documents of the dissolved society will remain preserved during seven years after the society has ceased to exist. At the time of dissolution a person will be appointed who must preserve the books and documents. Within eight days after the preservation task has started the appointed person needs to register his or her name and address at the Dutch Chamber of Commerce.

2. **Other cause**

Besides, the society is dissolved:

- by insolvency after the society has been put in a status of bankruptcy or by release of the bankruptcy because of the situation of the legacy;
- by a legal verdict exerted for situations mentioned in the law.

Article 21 - Clearance

1. **Clearers**

The board is charged with the clearance of the equity of the society as far as no other clearers have been appointed with the decision to dissolve.

2. **Society in liquidation**

After the decision to dissolve the society is in liquidation.

The society remains to exist after dissolution if and insofar this is necessary for clearance of her affairs.

During clearance the statutory rules remain applicable as much as possible and as long as needed.

In documents and announcements produced by the society, the words 'in liquidation' must be added to the name of the society.

3. **Destination of the clearance balance**

A positive balance after clearance gets a destination that is in line as much as possible with the goal of the society.

The destination is determined with the decision to dissolve, or when this has not been done, by the clearers.

The clearance ends when there are no known balances known anymore to the clearers.

The society ceases to exist in case of clearance at the time clearance ends. The clearers inform the Dutch Chamber of Commerce of this situation.

Article 22 – By-laws

1. Establishment

The AGM can establish one or more regulation in by-laws.

2. Content

The by-laws can contain additional and more specific rules on membership, introduction of new members, membership fee, tasks of the board, working groups or committees, meetings.

The by-laws cannot contradict the law or the statutory rules and cannot contain statements that need to be included in the statutory rules.

AT THE END

For the first time executive team members have been appointed:

1. Mrs. Petronella Maria Wognum, mentioned earlier
2. Mr. Willem Johannes Cornelis Verhagen, mentioned earlier

The appointment of board members is for a period of six years.

The person mentioned under 1 has the function of president; the person mentioned under 2 has the functions of secretary and treasurer.

The board takes care that the board of the society is established as soon as possible in accordance with the requirements for the board as stated in the statutory rules, insofar the first board does satisfy those requirements.

As long as the board does not consist of the prescribed number of board members, the board members in function are nevertheless authorized to execute board tasks.

Registration at the Dutch Chamber of Commerce

The board takes care for the immediate registration of the society at the Dutch Chamber of Commerce, to prevent that board members are personally liable for commitments of the society.

First financial year

On thirty April two thousand nineteen the first financial year of the society ends

Address

The address of the society is: Kluyverweg 1, 2629 HS Delft.

Place of residence

The founders choose for all that concerns this document the place of residence is the office of the notary, keeper of the document.

End of the document

Certificate has been executed in Delft, on the date mentioned at the start of this certificate. The appearers have declared that they know its content and consent with it. The certificate is signed by the appearers and me, notary.