



Articles of Association (Statutes)

of

ICLHE

(Integrating Content and Language in Higher Education)

English version of the Dutch and English texts as registered by Notarial Act, 6 December 2016, at Maastricht, the Netherlands.

pagina - 12 – [of the original “Statuten”]

Today, the sixth of December two thousand and sixteen, the following persons appeared before me, Bart Louis Willem Paul Versteeg, a civil-law notary practising in Maastricht, the Netherlands:

1. Mr Robert John Duncan WILKINSON, [details omitted]

2. Mrs Suzanne Jeanne Christien SOUREN-WIJNE, [details omitted], acting as a holder of a written power of attorney to represent:

Mr Kevin Brian Jonothon HAINES, [details omitted]

Sufficient evidence of this authorisation has been shown to me, the civil-law notary, in the form of one (1) private deed which shall be attached to this deed.

INTRODUCTION

The association was established on the first of January, two thousand and ten. The charter was not laid down in a notarial instrument. During a meeting held on the second of September, two thousand and fifteen, the general members meeting of the association resolved to have the association’s charter laid down in a notarial instrument. A copy of the minutes are attached to this instrument.

The charter reads as follows.

The persons appearing, acting as stated, declared that, by means of this instrument, to determine the articles of the association as follows:

Article 1. NAME AND REGISTERED OFFICE

The name of the association is:

ICLHE INTEGRATING CONTENT AND LANGUAGE IN HIGHER EDUCATION

and it has its registered office in Maastricht, the Netherlands.

Article 2. OBJECTIVES

1. The objectives of the association are to:

- create a platform for sharing ideas, information, opinions, experiences, and initiatives regarding the integration of the phenomenon of higher education taught in another language;
- stimulate cooperation between members with different backgrounds, as well as cooperation with organisations and persons active in the field of integrating language and content in higher education;
- make information available about international publications, books, conferences, and government measures;
- create a permanent Internet forum for its members;
- organise conferences, projects, and other activities.

pagina - 13 -

2. The association's goal is not to generate a profit to be distributed among the members.

3. The association will try to achieve the aforementioned objective by:

- creating and maintaining a website;
- holding meetings, holding readings and lectures or arranging for such to be held, and organising and attending conferences;
- commencing and completing projects.

Article 3a. TERM

The association will be formed for an indefinite period of time.

Article 3b. ASSETS

The association's assets will comprise:

- revenues from the activities it organises;
- subsidies, donations, and dues/contributions;
- all other acquisitions and benefits.

Article 4. MEMBERSHIP

1. Association membership is open to all natural persons and legal entities interested in higher education in – or by means of – a foreign language and the related practical, strategic, and policy-related issues. The association intends to admit members from a variety of backgrounds, including education experts, policy-makers, and managers.

2. The board maintains a membership register containing all of the names and addresses of the members, honorary members, aspiring members, and patrons.

The board must be notified of address changes in writing.

3. Membership of the association is personal and non-transferable.

ARTICLE 5. MEMBER CATEGORIES

1. In addition to a category for ordinary members, the association also has categories for honorary members, aspiring members, and patrons.

2. Aspiring members are those who wish to become a member of the association, but who have not yet been admitted.

3. Patrons are those who have affirmed their readiness to support the association financially by contributing a minimum amount to be established by the general meeting.

4. Honorary members of the association are those members who are appointed as members upon the nomination of the board because of their extraordinary service to the association. Honorary members have a meeting right (the right to attend meetings) [vergaderrecht] and a voting right [stemrecht] and are exempt from paying membership dues or other fixed contributions.

5. References in this charter to 'members' must be understood as referring to ordinary members and honorary members.

ARTICLE 6. ADMISSION TO MEMBERSHIP

1. The board takes decisions regarding the admittance of members, aspiring members, and patrons.

2. The board must inform applicants of membership denials by registered letter within two months of their application, stating the reasons for the denial and referring to the provisions of paragraph 3 of this article.

3. If membership is denied, the aspiring member may still be granted membership

pagina - 14 -

by means of a resolution to that effect passed by the general meeting.

To that end, the applicant must appeal the denial of membership within one month by sending the board a registered letter to that effect. The appeal shall be processed at the next members meeting.

ARTICLE 7. TERMINATION OF MEMBERSHIP

1. Membership shall terminate:

a. by a member's cancellation.

b. by a cancellation effected on behalf of the association. This may occur in the situations indicated in the charter, as well as if a member ceases meeting the requirements for membership as laid down in this charter, fails to perform his obligations to the association, or if the association cannot reasonably be required to allow the membership to continue;

c. by expulsion. A member may only be expelled if he acts in contravention of the association's charter, rules, or resolutions, or if he unreasonably harms the association.

d. in the case of a natural person, by that person's death.

e. in the case of a legal entity, by dissolution. If a member legal entity is acquired, membership shall transfer to the acquiring legal entity. If a member legal entity is divided/demerged, membership shall transfer to the legal entity specified in the deed of division/demerger.

f. by ceasing to meet the requirements for membership laid down in Article 4.

2. Cancellation on behalf of the association or expulsion from membership shall be effected by the board.

3. Cancellation of membership by a member or by the association may only be effected at the end of an association year, with due observance of a notice term of one month. Membership may be terminated with immediate effect, however, if the association or the member cannot reasonably be required to allow the membership to continue.

4. A cancellation contrary to the provisions of the previous paragraph shall terminate the membership at the earliest possible moment in time after the date on which the cancellation was effected.

5. Nevertheless, a member may, within a month after the announcement of, or the member becoming aware of, the resolution increasing the members' obligations may exclude the application of the resolution to him by cancelling his membership. This provision may not be invoked with regard to resolutions which would gradually increase the members' monetary obligations.

6. A member must be notified in writing of a resolution to cancel a membership on behalf of the association or to expel him as a member as soon as possible, and that notice must state the reasons for the resolution and a statement of the opportunity to appeal the resolution as meant in paragraph 7 of this article.

7. The relevant member shall have a term of one month after receipt of the notice to appeal the resolution to the general meeting. Such member shall be suspended during the period for submitting an appeal and pending the appeal.

8. If the membership is terminated in the course of an association year, the full amount of the annual membership dues will still be owed unless the board decides otherwise on a case-by-case basis.

pagina - 15 -

ARTICLE 8. RIGHTS OF PATRONS AND ASPIRING MEMBERS

1. Aspiring members and patrons shall have no rights and obligations other than those which are conferred or imposed upon them, respectively, by or pursuant to this charter.
2. In addition to the rights conferred upon aspiring members and patrons by or pursuant to this charter, they are entitled to attend activities organised by the association regarding which they have received a convening notice or to which they have been invited to attend.

ARTICLE 9. TERMINATION OF RIGHTS OF ASPIRING MEMBERS/PATRONS

1. The rights and obligations of an aspiring member and patron shall be terminated by cancellation with immediate effect at any time and by either party, subject to the proviso that the annual membership dues for the current association year will still be owed and that the association must still fulfil any obligations it owes the patrons with regard to the current association year.
2. Termination on behalf of the association shall be effected by the board.

ARTICLE 10. MEMBERSHIP DUES AND OTHER OBLIGATIONS OF THE MEMBERS

1. Members, aspiring members, and patrons shall be obliged to pay annual membership dues in an amount which the board will establish and may increase. Members, aspiring members, and patrons may be placed in categories which pay different amounts in membership dues. The general meeting shall determine the date on which such amounts must be paid.
2. The board shall be entitled, in exceptional cases, to exempt someone from the obligation to pay all or part of the membership dues.
3. Members shall be obliged to comply with the provisions of the association's charter, rules, and resolutions.

ARTICLE 11. BOARD COMPOSITION AND APPOINTMENT

1. The board shall comprise at least three members, or as many more or fewer members as determined by the members meeting.
2. Board members shall be elected by the members meeting, with due observance of the provisions below.
The chair shall be elected to serve as such by the members meeting. The other board functions, including at least those of a secretary and treasurer, shall be assigned within the board itself. The members meeting may establish a term for which the board member will be appointed, in default of which the rotation schedule usually applied by the association shall be applied.
3. Without prejudice to the provisions of paragraph 4, board members must be appointed pursuant to one or more binding nominations. Such a nomination may be made by both the board or by members representing ten percent of the total number of members holding voting rights. A nomination by the board must be stated in the convening notice for the meeting. A nomination by members must be submitted to the board in writing by no later than the start of the meeting.

pagina - 16 -

4. A nomination shall become binding if it is declared to be so by a resolution of the general meeting that is passed by at least two thirds of the votes cast.
 5. If no nomination has been made, or if a nomination is not submitted in good time, or if the general meeting resolves to strip a nomination made of its status as a binding nomination, the general meeting shall be free to decide the issue.
 6. If more than one binding nomination is made, the appointment shall be made from a list on which all of the candidates who are the subject of binding nominations appear in alphabetical order.
 7. Unless the members meeting decides otherwise upon their appointment, board members shall receive no remuneration for their work. Expenses incurred shall be reimbursed in consultation with the board.
- Executive Director and Executive Board
8. The board may appoint an executive director. The duties and powers of the executive director shall be established in standing rules.
 9. The board may appoint an executive board from its midst, with said executive board comprising at least a chair, secretary, and treasurer.
 10. The powers of the executive board may be set out in more detail in the standing rules of the association that will be prepared and then adopted by the board. These standing rules may not conflict with this charter or the law.
 11. If an executive board is formed, the word 'board' used in this charter shall be understood to mean the board of directors.

ARTICLE 12. SUSPENSION AND DISMISSAL

1. A board member may be suspended or dismissed by the general meeting at any time, even if he has been appointed for a fixed term. A suspension that is not followed within three months by a decision to dismiss the board member shall lapse upon expiry of that term.
2. Every board member shall resign periodically or pursuant to a rotation schedule to be prepared by the board. Without prejudice to the provisions of paragraph 8 of Article 11, resigning board members may always be re-elected. The person who held the post in the interim period shall be presumed to be his/her predecessor for purposes of the rotation schedule.
3. Board membership shall also be terminated by:
 - a. the termination of association membership, unless the relevant board member was appointed from outside the membership;
 - b. resignation of the relevant board member.
 - c. death;
 - d. loss of the power to freely dispose of his/its assets, including in cases involving bankruptcy, applications to suspend payments, being appointed a guardian, or being put into receivership.

ARTICLE 13. POSITIONS AND DECISION-MAKING

1. The positions of treasurer and secretary may be held by one and the same person.
2. The secretary shall take minutes of all business transacted at a meeting, and those minutes shall be adopted and signed by the chair and the secretary. The chair's decision as to whether a motion has passed shall be decisive. The same applies to the substance of any motion passed, in so far as the vote was taken on

pagina - 17 -

a motion not set out in writing. The provisions in Article 20 shall apply in this regard.

3. In the case of standing rules, the board may establish further rules regarding meetings and decision-making, as well as with regard to the division of work among the board members.

ARTICLE 14. POWERS

1. Subject to the restrictions in this charter, the board is charged with managing the association and handling the registrations regarding the association in the Trade Register of the Chamber of Commerce in accordance with Section 2:29 of the Dutch Civil Code [Burgerlijk Wetboek].

2. If the number of board members falls below the minimum required by this charter, the remaining members shall be authorised to manage the association. In such case, the board shall be obliged, within three months of such a situation arising, to hold a general meeting at which the issue of the vacancy or vacancies is addressed.

3. The board shall be authorised to delegate tasks to be performed by committees that will be appointed by the board and act under the board's responsibility.

4. The board is authorised to conclude contracts to purchase, sell, or encumber registered property and to conclude agreements which will bind the association as a surety or joint and several debtor for a third party, provided that a resolution to do so is passed at a members meeting by a majority of at least two thirds of the votes cast, in default of which the board shall not be authorised to perform such juristic acts.

REPRESENTATION

6. The association shall be represented at law and otherwise by:

a. the board;

b. the chair or the acting chair acting jointly with the secretary or his the acting secretary.

7. The board may grant a power of attorney to one or more board members or third parties for the purposes of performing the acts described in the relevant power of attorney.

ARTICLE 15. FINANCIAL ACCOUNTING

1. The association year and the association's financial year shall run from the first of July up to and including the thirtieth of June.

2. The board shall be obliged to keep records of the association's financial position in such a way that the association's rights and obligations may be ascertained at all times.

The treasurer shall be obliged to inform the Board immediately if, for whatever reason, the association is unable to meet its financial obligations.

3. The board shall publish its report at the annual meeting referred to in Article 17, at the same time submitting a balance sheet and profit and loss account, and thus render an account of the management it performed over the past financial year. If this term has expired, any member may take legal action to require the board to render its account.

Each year, three months before the end of a financial year, the board shall prepare a budget for the next financial year.

pagina - 18 -

4. The board shall be obliged to retain the documents referred to in paragraphs 2 and 3 for a period of seven years.

ARTICLE 16. AUDIT COMMITTEE

1. Each year, if the general meeting does not appoint an expert for that purpose, it shall appoint from among the membership an audit committee of comprising at least two persons, neither/none of whom may be members of the board. The committee shall examine the account rendered by the board and shall report its findings to the general meeting.

2. Should the audit of the account rendered require special accounting expertise, the audit committee may arrange to be assisted by such an expert at the association's expense. The board shall be obliged to provide the committee with all information it may require, and, if so requested, to allow it to inspect the cash funds and the assets, and to allow it to inspect the association's books and records.

3. The general meeting may revoke the mandate issued to the committee at any time by appointing a new committee.

ARTICLE 17. GENERAL MEETINGS

1. All of the powers not conferred by law or this charter on other bodies shall accrue to the general meeting – also referred to in this charter as 'members meeting'.

2. Each year, a general meeting – the annual general meeting – shall be held by no later than six months after the end of the association year, subject to the extension of this period by the members meeting. The following items, inter alia, must be addressed at this annual meeting:

- a. the annual report and the account rendered as referred to in Article 15, with the report prepared by the external expert or the audit committee;
- b. the appointment of the audit committee, if any, for the next association year;
- c. the filling of any vacancies;
- d. motions by the board or membership stated in the convening notice for the meeting or in a supplement to that notice that was issued in good time.

3. Other general meetings shall be held as often as the chair or the board considers desirable.

4. Furthermore, the chair and the secretary – who are deemed to possess equal authority for this purpose – shall be obliged to convene the general meeting to be held within a term of no more than four weeks at the request of members constituting at least ten percent of the total number of members holding voting rights.

5. If the meeting is not scheduled within fourteen days of the request, those who requested the meeting may convene the meeting themselves by issuing a convening notice in accordance with Article 21 or by placing the convening notice in a commonly read newspaper in the city or town where the association has its registered office, which publication must list the items to be addressed at the meeting.

ARTICLE 18. MEETING AND VOTING RIGHTS

1. All honorary members and ordinary members who have not been suspended shall be entitled to attend the general meeting. Aspiring members and patrons

pagina - 19 -

shall be entitled to attend if they have received a convening notice. A suspended member shall be entitled to attend the meeting to the extent the motion to suspend will be discussed, and shall be entitled to address the meeting.

2. The general meeting shall decide on admitting parties other than those referred to in paragraph 1.

3. Every ordinary member of the association and every honorary member who has not been suspended shall be entitled to cast one vote.

4. An ordinary or honorary member may grant a proxy to another member to cast his vote, provided that the other member has not been suspended.

5. A member may cast no more than five votes pursuant to a proxy.

ARTICLE 19. CHAIRMANSHIP AND MINUTES

1. General meetings shall be conducted by the chair or acting chair of the board. In the event that the chair and the acting chair are unable or unwilling to act, one of the other board members, appointed by the board for that purpose, shall conduct the meeting. If a chair cannot be appointed in this way, the meeting shall appoint a chair from its midst.

2. The secretary or other person designated by the chair shall, exercising all due care, take minutes of every meeting, with those minutes to be adopted and signed by the chair and secretary. The members must be notified of the substance of the minutes within three weeks.

ARTICLE 20. DECISION-MAKING

1. To the extent not provided otherwise by the law or this charter, all resolutions of the general meeting shall be adopted by at least an absolute majority of the validly cast votes. An 'absolute majority' shall be understood to mean the first whole number exceeding half of the validly cast votes. Blank votes shall be null and void.

2. If the votes are tied during a ballot concerning the appointment of persons, the motion shall be considered to have been rejected.

3. If, upon any vote about the appointment of persons, none of them receive the required majority of votes, a second free ballot shall be held. In the case of a binding nomination, the ballots shall be held in respect of the nominees. Should this fail to result in an absolute majority, another ballot will be held between the two persons who received the most votes in the second ballot. If this means that more than two people are eligible for the second ballot, an interim ballot and then, if necessary, the drawing of lots will decide which two people will be included in the second ballot. The person who receives the most votes in this additional ballot shall be elected. If there is a tie in this ballot, lots will be drawn.

4. Any judgement expressed during a meeting by the chair that the general meeting has passed a resolution shall be decisive. The same shall apply to the contents of any resolution adopted, in so far as the resolution was passed on a motion that was not recorded in writing.

5. If the accuracy of the conclusion referred to in the fourth paragraph is contested immediately after it was pronounced, however, another ballot will be held if a majority of the general meeting so requires or, if the original vote was not taken by means of polling or using ballots, by any party present who is entitled to vote.

Such new ballot shall cancel the legal consequences of the original ballot.

pagina - 20 -

6. Votes regarding persons shall be cast in writing; votes regarding issues shall be cast orally, unless the chair determines another method of voting and no objection to this method is raised by one or more of the members. Written votes shall be taken using closed, unsigned ballots.

7. A unanimous resolution adopted, with the prior knowledge of the board, by all members, even if not assembled in a meeting, shall have the same force as a resolution adopted by the general meeting.

8. If all Members are present or represented at a general meeting, resolutions may be validly passed concerning all motions made – thus including a proposal to amend the charter, or to merge or dissolve the association – provided that this is done unanimously, even if the meeting was not convened in accordance with this charter, or if any other requirements with respect to convening or holding the meeting or other formalities have been neglected.

ARTICLE 21. CONVENING MEETINGS

1. Without prejudice to the provisions of Article 17, paragraph 4, general meetings shall be convened by the chair or the board. Meetings must be convened in writing (including by fax or e-mail) in a letter sent to the members' addresses listed in the membership register referred to in Article 4. The term for convening a meeting must be at least seven days.

2. Without prejudice to the provisions of Article 22, a convening notice, or a supplement to that notice that is sent in a timely fashion, must state the items to be addressed or a statement of those items must be made electronically available.

ARTICLE 22. AMENDMENT OF THE CHARTER; MERGER AND DIVISION/DEMERGER

1. The association's charter may not be amended and no resolution may be passed to subject the association to a merger or division/demerger other than by the general meeting convened with notice that a motion will be made at that meeting to amend the charter or to merge or divide/demerge the association.

2. If a general meeting is being convened for the purpose of addressing a motion to amend the charter or to merge or divide/demerge the association, a copy of that motion, containing the verbatim text of the proposal for said amendment, merger, or division/demerger, must be made available at a suitable location for the review of the members for a period of at least five days before the meeting until the end of the day on which the meeting is held. In addition, the aforementioned copies must be enclosed with the convening notice or made electronically available to all members when the convening notice is sent.

3. The provisions of the first two paragraphs of this article shall not apply if all of the members are present or represented at the general meeting and the resolution to amend the charter, or subject the association to a merger or division/demerger, is passed unanimously.

4. A resolution to amend the charter, or subject the association to a merger or division/demerger, must be passed by a majority of at least two thirds of the votes validly cast at a meeting at which at least three quarters of the members are present or represented. If three quarters of the members are not present or represented, then a second meeting shall be held within four months of the first. At that second meeting, a resolution may be passed on the motion that was made

pagina - 21 -

at the previous meeting by a majority of at least two thirds of the votes validly cast, regardless of the number of members present or represented at that second meeting.

The convening notice for the second meeting must state that the meeting is a second meeting and that the resolution may be passed by the aforementioned majority regardless of the number of members present or represented.

5. An amendment to the charter or a merger or division/demerger shall not enter into effect until a notarial instrument thereof has been executed. Each board member is independently authorised to execute such instrument and file it with the Chamber of Commerce.

ARTICLE 23. DISSOLUTION

1. The association shall be dissolved by:

- a. a resolution passed by the general meeting. The provisions of paragraphs 1 up to and including 4 of the previous article shall apply mutatis mutandis to such resolution;
- b. insolvency after being declared bankrupt, or if its bankruptcy is lifted due to the condition of its estate;
- c. by the court in the cases provided for by law;
- d. the lack of any members.

2. Section 2:19, et seq., of the Dutch Civil Code shall apply to the dissolution.

Any positive balance after dissolution shall devolve to those who were members at the time the dissolution resolution was passed. Each shall receive an equal share. However, the resolution to dissolve the association may determine that the remaining balance shall be distributed in another manner.

ARTICLE 24. STANDING RULES

1. The general meeting resolve to establish standing rules on a motion from the board.
2. Such rules must in any case state all resolutions that this meeting must take pursuant to this charter in order to arrange the matters stated herein.
3. If the board establishes committees pursuant to Article 14, paragraph 3, the duties, powers, work processes, and composition of these committees must be laid down in the standing rules.
4. The provisions of paragraph 3 shall also apply in the event that the general meeting resolves to establish chapters within the association.
5. The standing rules may not contravene this charter or the law.

FINAL PROVISIONS

Finally, the persons appearing stated that:

a. the first board of the association would be composed as follows:

Chair: Mr Robert John Duncan WILKINSON, aforementioned,

Secretary: Mr Kevin Brian Jonothon HAINES, aforementioned,

Treasurer: Ms Ute SMIT, [details omitted]

Board member: Ms Maria Inmaculada FORTANET GÓMEZ, [details omitted]

pagina - 22 -

Board member: Ms Jennifer Michèle Claire VALCKE, [details omitted]

Board member: Mr Patrick Heinz STUDER, [details omitted]

b. the first financial year shall run from today's date up to and including the thirtieth of June, two thousand and seventeen;

c. the address of the association is: Van Wachtendonckplein 4, 6321 BG Wijlre, The Netherlands.

TRANSLATION OF THE DEED

In order to fulfil the provisions of Section 42 of the Dutch Notaries Act [Wet op het notarisambt], this deed will be executed not only in Dutch but also in English.

The English text will immediately follow the Dutch text.

The persons appearing stated that in the case of any differences of interpretation between the Dutch and English texts, the Dutch text shall prevail.

VERIFICATION OF IDENTIFICATION

The persons appearing are known to me, civil-law notary.

The identities of the persona appearing/parties involved with this deed having been verified by me, the civil-law notary, on the basis of the documents referred to above and intended for that purpose.

WITNESSETH THIS DEED

the original copy of which was drawn up and executed in Maastricht, the Netherlands, on the date first above written.

After the terms of this deed had been summarised and explained to the persons appearing, they declared that they had taken cognisance of and agreed to same.

Immediately after a limited reading, this deed was signed by the persons appearing and me, the civil-law notary.

VOOR AFSCHRIFT

[Signed by Mr. Bart Versteeg, Notaris at Maastricht, Netherlands]