

EXECUTION COPY 19 OCTOBER 2017
UNOFFICIAL TRANSLATION
DEED OF INCORPORATION
ASSOCIATION OF THE COMPENDIUM OF CULTURAL POLICIES AND TRENDS

On the [●] day of October two thousand seventeen appears before me, Reinhard Willem Clumpkens notaris (civil law notary) practicing in Amsterdam:

[●],

for the purposes of acting as attorney in writing of:

1. the **Council of Europe**, an international organisation established by a multilateral treaty on the fifth day of May nineteen hundred forty-nine (5 May 1949), with its seat at Avenue de l'Europe, 67075 Strasbourg Cedex, France; and
2. **Europäisches Institut für vergleichende Kulturforschung gGmbH (European Institute for Comparative Cultural Research (ERICarts))**, a legal entity incorporated and validly existing under the Laws of Germany, having its seat in Bonn, Germany, and address at 53111 Bonn, Germany, Irmintrudisstrasse 17, registered under number HRB 13623 with the Amtsgericht in Bonn, Germany,

and as such representing the Council of Europe and Europäisches Institut für vergleichende Kulturforschung, ERICarts gGmbH ("ERICarts"), hereinafter also referred to as the "Founders".

The person appearing declares that the Founders hereby incorporate an association under the laws of the Netherlands (vereniging) with the articles of association (statuten) as set out below in consideration whereof they declare the following:

Preamble

The objective of the association is the management and financial support of the database named as per this date "Compendium of cultural policies and trends in Europe" (in this preamble: the "**Compendium**"). A great number of authors, each an expert in his or her respective field, have made and will continue to make, a significant, professional contribution to the content of the Compendium, at the same time securing its continuity and ensuring that the Compendium has been and will continue to be the leading, independent information and monitoring platform on cultural policies and related issues since nineteen hundred and ninety-eight (1998). Initiated and owned by Council of Europe and ERICarts, it has been financed by the Council of Europe and managed by ERICarts. In order to guarantee the Compendium's long term survival it is not only necessary to obtain sufficient, sustainable funding, but also to secure its political independence that is the standard in democratic European countries ("arm's length" status) and to preserve its intellectual capital. In view of that goal it was decided by the current Compendium stakeholders to set up a multi-stakeholder association that may comprise as many interested stakeholders as possible, including member states of the Council of Europe, intergovernmental organisations, non-governmental organisations

and national public bodies with legal personality. The authors mentioned above will be invited to sit on the association's advisory board (the Assembly of Compendium Experts). In addition, they will be involved in the selection process for new Compendium experts as well as in decisions about content issues; they may also act, if so authorised by a member of the association, on behalf of such member.

The association will also enable the further development of the Compendium's presentation and content to ensure that it may continue to serve its purpose as a research tool in the field of cultural policies.

ARTICLES OF ASSOCIATION

Article 1

Name, legal form, domicile and business year, name

- 1.1 The name of the association is: **Vereniging Compendium of Cultural Policies and Trends** (the "**Association**").
- 1.2 The Association has its seat in Amsterdam and shall be registered with the trade register of the chamber of commerce in Amsterdam.
- 1.3 The Association may also be referred to in English as "CCPT Association" and as the "Association of the Compendium of Cultural Policies and Trends".
- 1.4 The financial year of the Association is the calendar year. The first financial year shall end on the thirty-first day of December two thousand eighteen (31 December 2018).
- 1.5 These articles shall, where possible, at all times meet the requirements for qualification as a charitable institution as referred to in section 5b of the State Taxes Act (Algemene wet inzake rijksbelastingen) or any substitute provision.
- 1.6 Where in these articles the masculine form is used, this shall include the feminine form.

Article 2

Objective of the Association

- 2.1 The Association's objective is the management, financial support and further development of the database Compendium of Cultural Policies and Trends in Europe (hereinafter referred to in these articles as the "**Compendium**").
- 2.2 The Association's objective is achieved, in particular, but not limited to, through:
 - taking strategic decisions as to the further development of the functions, presentation and content of the Compendium, including its research dimension and related activities;
 - supervision of the day-to-day management of the Compendium by a service provider;
 - securing the sustainable financing of the Compendium through membership fees, voluntary contributions and donations;
 - securing the preservation of the knowledge and know-how of the compendium experts;
 - promotion of the Compendium among policy-makers and researchers;
 - cooperation with other cultural and research infrastructures.

Article 3

Not- for -profit Status

- 3.1 The Association shall exclusively and directly pursue objectives of public benefit and it aims to be a charitable institution (algemeen nut beogende instelling) in accordance with section 5b of the State Taxes Act (Algemene wet inzake rijksbelastingen) or any succeeding provision.
- 3.2 The Association shall act altruistically. It does not primarily focus on economic objectives for

its own benefit or profit.

- 3.3 The funds of the Association can be used only to serve such purposes as are in keeping with these articles. Founders, members of the Association or any member of its constituent bodies (organen) shall not receive any payments or distributions from the Association on grounds of their status with the exception of reimbursements as referred to in article 9.9.

Article 4

Members of the Association

- 4.1 The Association has three categories of membership: members are either permanent members (article 5), stakeholders (article 6) or standing members (article 7). Only legal persons (rechtspersonen) can be members. Where in these articles the term member is used, this shall include the permanent members, stakeholders and standing members, unless explicitly stated otherwise.
- 4.2 The additional rights and responsibilities of stakeholders and standing members shall be laid down in a membership charter (the "Membership Charter") (lidmaatschapsreglement), to be adopted by the Board, as defined in article 9 (the "Board") subject to these articles.

Article 5

Permanent Members

- 5.1 The Council of Europe and ERICarts shall each be a permanent member of the Association.
- 5.2 Each permanent member may terminate its membership at the end of a calendar year by way of a written termination notice to the Board observing a notice period of at least six (6) months.

Article 6

Stakeholders

- 6.1 A stakeholder must be (i) a party to the European Cultural Convention or (ii) any other public entity that possess considerable political weight, knowledge and experience in the field of cultural policy.
- 6.2 Stakeholders must pay an annual membership fee with due observance of any provision in the Membership Charter to that effect.
- 6.3 Membership as a stakeholder may be obtained by filing a written application with the Board. Membership becomes effective after a resolution to that effect by the Board. The Board will inform the annual meeting of the General Assembly in the relevant year of new members.
- 6.4 The membership as stakeholder can be terminated at the end of a calendar year by way of a written termination notice to the Board observing a notice period of at least six (6) months.

Article 7

Standing Members

- 7.1 Standing members must be a public or private not-for-profit entity with considerable knowledge and experience in the field of cultural policy.
- 7.2 The Board may resolve that standing members must pay an annual membership fee (which may be a contribution in kind if so determined by the Board) with due observance of any provision in the Membership Charter to that effect.
- 7.3 Membership as standing member may be obtained by filing a written application with the Board. Membership becomes effective after a resolution to that effect by the Board. The Board will inform the annual meeting of the General Assembly in the relevant year of new members.
- 7.4 The standing membership can be terminated at the end of a calendar year by way of a written

termination notice to the Board observing a notice period of at least six (6) months.

Article 8

Constituent bodies of the Association

Constituent bodies of the Association are the Board (bestuur), the General Assembly (algemene vergadering) and the Assembly of Compendium Experts (raad van compendium deskundigen).

Article 9

Board

- 9.1 The Board shall have seven (7) members. The Board shall in principle be composed with due regard to the members' knowledge and experience in the Association's fields of activities and to gender balance. If not all vacancies are fulfilled, the Board can function legally.
- 9.2 The General Assembly appoints the members of the Board, except for the following three members:
 - (a) The Chair of the Council of Europe intergovernmental committee responsible for culture who shall appoint one member;
 - (b) The Council of Europe which shall appoint one member;
 - (c) The Assembly of Compendium Experts which shall appoint one member.
- 9.3 A permanent member, not represented on the Board by a member, may appoint an observer to the Board that may participate in the Board meetings without voting rights.
- 9.4 The Board members will designate among themselves a Chair (voorzitter), Vice-Chair (vice-voorzitter), Treasurer (penningmeester) and Secretary (secretaris).
- 9.5 The term of office of the Board members elected by the General Assembly shall be three (3) years; re-appointment is possible once.
- 9.6 Members of the Board shall be natural persons with exceptional experience in the fields of activity of the Association.
- 9.7 The Board shall adopt rules of procedure for the Board, the Assembly of Compendium Experts and the General Assembly (the "Rules of Procedure") as well as the Membership Charter within six (6) months following the establishment of the Association.
- 9.8 Working on the Board shall be voluntary and not be remunerated.
- 9.9 Members of the Board and the observer of a permanent member have the right to be reimbursed adequately for expenses actually incurred in the context of their activity for the Association (e.g. office supplies, telephone charges and travel expenses). Individual proof of expenses shall not be required if lump-sum payments do not or not considerably exceed the actual expenses. Lump sums may not include any work or time efforts. Reimbursements may not be unreasonably high. Further details are set out in the Rules of Procedure.

Article 10

Duties of the Board

- 10.1 The Board decides on all matters of principle, according to these articles, and on its own authority. It is responsible for and supervises the administration of the Association and acts as its legal representative, representing the Association in and out of court. The Association may also be represented by two members of the Board acting jointly, one of which must be the Chair or the Vice Chair. The Vice Chair may only act to that effect if the Chair is unavailable or incapable of action.
- 10.2 The duties of the Board include:

- the supervision of the administration of the Association;
 - formulation of an annual programme and budget for the Association and an annual work plan for the Compendium, taking into account proposals of the Assembly of Compendium Experts.
 - contracting and supervision of a service provider for the management of the Compendium;
 - appointment of members for the Assembly of Compendium Experts, based on open calls of interest or on proposals made by members of the Association or of the Assembly of Compendium Experts, in consultation with the respective Governments of the Contracting Parties of the European Cultural Convention;
 - adoption of its Rules of Procedure and possible amendments thereto;
 - adoption of the Rules of Procedure of the General Assembly and possible amendments thereto;
 - adoption of the Rules of Procedure of the Assembly of Compendium Experts and possible amendments thereto in consultation with the Assembly of Compendium Experts.
 - adoption of the Membership Charter and possible amendments thereto.
- 10.3 If one or more Board member(s) is or are unable to act (belet of ontstentenis), then the remaining Board member(s) shall be fully authorized to carry out the Boards duties and exercise its powers and authority. If all Board members are unable to act, the General Assembly shall have authority to appoint a temporary person to carry out such duties and exercise such powers and authority. Such meeting of the General Assembly may be convened by any member of the Association.

Article 11

Resolutions of the Board

- 11.1 Resolutions of the Board are taken in meetings; meetings are convened at least once a year in form of a presence meeting upon invitation by the Chair, including an agenda, which shall be transmitted at least two (2) weeks in advance. Additional meetings shall be convened upon the request of at least half of the members of the Board. Such additional meetings may take the form of a presence meeting or may be held via the use of information technology.
- 11.2 The Board is quorate if, after correct invitation, at least half of its members are present, among them its Chair or Vice Chair, unless these articles require otherwise. Incorrect invitations are cured if all members of the Board are present and no objection is raised.
- 11.3 The Board decides by simple majority of its members present, unless these articles require otherwise. In the event of a tie, the vote of its Chair (or in the absence of the Chair the vote of the Vice Chair) shall be decisive.
- 11.4 Minutes of the Board meetings shall be prepared, agreed upon by the participating Board members and observers, and be signed by the minute-taker and the Chair. These minutes have to be brought to the attention of all members of the Association.
- 11.5 Additional rules for the work of the Board shall be laid down in the Rules of Procedure.
- 11.6 Resolutions may be taken without holding a meeting if no member of the Board raises any objection. The rules for the decision-making laid down in this article 11 and the Rules of Procedure apply mutatis mutandis

Article 12

Assembly of Compendium Experts

- 12.1 Members of the Assembly of Compendium Experts can only be experts who contribute to the Compendium's content or any other natural persons with exceptional experience in the fields of activity of the Association and who are in good public standing.
- 12.2 The Board shall have the right to appoint one member in respect of each Contracting Party of the European Cultural Convention in consultation with the respective Government.
- 12.3 The term of appointment of a member of the Assembly of Compendium Experts shall be three (3) years and reappointment shall be possible with due observance of and in accordance with the Rules of Procedure. The Board shall keep a list of the members of the Assembly of Compendium Experts. The Board may admit additional persons as members of the Assembly at the request of non-Governmental organizations or Governments or public bodies of states with due observance of and in accordance with the Rules of Procedure.
- 12.4 The Assembly of Compendium Experts shall elect a Chair (voorzitter), a Vice Chair (vice-voorzitter) and a Secretary (secretaris) from among its members.

Article 13

Duties and decision-making of the Assembly of Compendium Experts

- 13.1 The Assembly of Compendium Experts has an important inspirational role which enables the Association to fulfill its objectives as effectively as possible. It shall act as the principal advisor to the Association with regard to the development of the structure and content of the Compendium.
- 13.2 The rights and duties of the Assembly of Compendium Experts include, in particular:
 - making proposals to the General Assembly and the Board for the further development of the Compendium;
 - making proposals to the Board for the annual programme and budget of the Association;
 - making proposals to the Board for the annual work plan for the Compendium;
 - advising on the selection of Compendium experts (conform Article 10.2);
 - assisting in the promotion of the Compendium among policy-makers and researchers.
- 13.3 The Assembly of Compendium Experts shall meet at least once a year in the form of a presence meeting upon invitation by its Chair, including an agenda, which shall be transmitted at least six (6) weeks in advance. Additional presence meetings or meetings via use of information technology may be convened by the Chair if he deems it necessary.
- 13.4 Extraordinary meetings have to be convened by the Chair if two thirds of the members of the Assembly of Compendium Experts, express such a demand to the Chair. The first meeting of the Assembly of Compendium Experts shall be convened by the Board.
- 13.5 Two members of the Board shall be entitled to participate in the meetings of the Assembly of Compendium Experts as observers without voting rights. The Chair of the Assembly may decide to request the members of the Board to address the meeting.
- 13.6 Meetings of the Assembly of Compendium Experts shall be prepared by the Secretary and the meetings shall be chaired by its Chair. The Assembly of Compendium Experts is quorate if, after correct invitation, at least half of its members are present or represented, among them its Chair or its Vice Chair, unless these articles or the Rules of Procedure of the Assembly of Compendium Experts require otherwise. Incorrect invitations are cured if all members of the Assembly are present or represented and no objection is raised.
- 13.7 The Assembly of Compendium Experts decides by simple majority of its members present. In

the event of a tie, the vote of the Chair of the Assembly (or in the absence of the Chair the vote of its Vice Chair) shall be decisive.

- 13.8 Minutes of Assembly meetings shall be prepared, agreed upon by the participating Assembly members, signed by the minute-taker and by the Chair. These minutes have to be brought to the attention of all members and observers of the Assembly. Abridged reports on the results of meetings of the Assembly shall be published on the web portal of the Association.
- 13.9 Members of the Assembly of Compendium Experts may be represented at a meeting of the Assembly by a proxy in writing held by another member of the Assembly, provided that no such member shall hold more than one such proxy.
- 13.10 In its relations with the Board the Assembly of Compendium Experts shall be represented by the Chair.
- 13.11 Additional rules for the Assembly of Compendium Experts shall be laid down in the Rules of Procedure.

Article 14

General Assembly of the Association

- 14.1 The General Assembly decides on the matters explicitly or implicitly assigned to it in these articles and the law unless such matter has been explicitly assigned to another constituent body of the Association.
- 14.2 In addition to any duties referred to in article 14.1, the General Assembly carries out the following duties:
- supervision of the use of the financial means of the Association, notably by approving the annual budget and by adopting (vaststellen) the annual accounts as prepared by the Board and audited by an independent accountant;
 - approval of the annual program of the Association as prepared by the Board and its amendments or deviations thereto; and
 - approval of the annual work plan for the Compendium.
- 14.3 The ordinary meeting of the General Assembly shall take place once a year in the first half of the calendar year in the form of a presence meeting at which meeting the adoption of the annual accounts as prepared by the Board must be considered. The adoption of the annual accounts may be suspended for a period of not more than four (4) months because of extraordinary circumstances. Without prejudice to article 10.3 and 14.3 hereof, additional meetings in the form of presence meetings or via the use of information technology may be convened by the Board if necessary.
- 14.4 An extraordinary meeting of the General Assembly shall be convened by the Board if it is in the Association's best interest or if one third of the members of the Association so require via a written statement addressed to the Board and indicating the purpose and reasons of the extraordinary meeting of the General Assembly. The Board shall have the right to refuse to hold an extraordinary meeting of the General Assembly but only if it is of the opinion that the holding of such meeting shall not be in the Association's best interests. In that case the Board shall inform all members of the request and the reasons for refusing to convene such meeting.
- 14.5 All members have the right to participate and vote in the meeting of the General Assembly. Two representatives of the Assembly of Compendium Experts may participate in the meetings of the General Assembly as observers without voting rights. The Chair of the meeting may

decide to request such representatives to address the meeting.

- 14.6 Meetings of the General Assembly may be held via presence meetings or via the use of information technology. Details may be outlined in the Rules of Procedure. Where a meeting of the General Assembly is held via the use of information technology, the terms and conditions for participation and voting shall also be laid down in the invitation.
- 14.7 The meeting of the General Assembly is convened by the Chair of the Board or, in case of his inability to act, by the Vice-Chair of the Board, with six (6) weeks' notice. The invitation shall include a preliminary agenda.
- 14.8 The meeting of the General Assembly is chaired by the Chair of the Board and in his absence by the Board's Vice Chair. The Chair or his replacement determines a minute-taker.
- 14.9 Minutes of the meetings of the General Assembly shall be prepared and be signed by the minute-taker and the chair of the General Assembly. The General Assembly is quorate if half of the members are present in a presence meeting or attending in case of a meeting via the use of information technology. Resolutions of the General Assembly are adopted with a majority of the valid votes.
- 14.10 Members of the Association may be represented at a meeting of the General Assembly by a proxy in writing held by another member of the Association, provided that no such member shall hold more than one such proxy.
- 14.11 If at a General Assembly in which a proposal has been put up for discussion, more than half of its members is not present or represented, then a second meeting shall be convened, to be held within four weeks after the first meeting, and where, regardless of the number of members present or represented, a valid resolution can be adopted with a majority of the votes cast. In the notice of convocation of the second meeting, it must be stated that, and why, a resolution can be adopted regardless of the number of members represented at the meeting.

Article 15

Amendment of Articles

The General Assembly may, following a proposal of the Board adopted with due observance of article 16.1, amend these articles with a majority of two thirds of votes cast by its members present or represented at the meeting and only with the aim of promoting the fulfilment of the Association's objectives, provided that the Association's objectives remain unaltered and amendments do not substantially affect the original articles of the Association. Any resolution aimed at altering or substantially amending the articles as originally established shall require a majority of two-thirds (2/3) of the votes cast in a meeting at which at least one half (1/2) of all members are present or represented.

Article 16

Expansion and change of objectives, liquidation and other changes to the articles and exclusion of members

- 16.1 With a majority of two thirds of its members, the Board may propose further objectives to be adopted by the General Assembly by way of an amendment of the articles, if they are related to the original objectives and if the continued and sustainable pursuit of those objectives does not hamper the original objectives and provided that the Association's general assets are only in part required for the fulfilment of the original objectives. Resolutions about the proposal of

such amendments may only be taken in presence meetings of the entire Board. If no such quorum is present, a second meeting will be called in accordance with article 16.2.

- 16.2 With a majority of two thirds of its members, the Board may propose to the General Assembly a change of the Association's objective or its liquidation if the pursuance of the Association's objectives appears to be unreasonable or unattainable.
- 16.3 Any measures stated in the above paragraphs 1 and 2 require the approval of each permanent member of the Association.
- 16.4 Whether or not at the proposal of the Board, the General Assembly may decide with a two-thirds majority of its members present or represented at the meeting, to exclude a member of the Association (ontzetting) or otherwise terminate their membership of the Association (opzegging).

Article 17

Devolution of assets

- 17.1 Upon abolition or dissolution of the Association, or upon cancellation of its not-for-profit status, the net assets of the Association shall immediately and exclusively be transferred to a legal entity of public law or another tax-privileged body or foundation for the purpose of charitable activities promoting the research in the field of cultural policies as outlined in these articles, all of the foregoing in accordance with section 5b General act of state tax (Algemene wet inzake rijksbelastingen) or in accordance with any succeeding provision.
- 17.2 Any decision as referred to in article 17.1 also requires the approval of each permanent member of the Association following the consultation of the Assembly of Compendium Experts.

Final statement(s)

Finally the person appearing declares that:

- (i) **Siobhan Margaret Montgomery**, born in Twickenham, United Kingdom on the twenty-first day of January nineteen hundred sixty-five shall serve as the first member of the Board;
- (ii) the Founders shall be the initial permanent members of the Association;
- (iii) the **Boekmanstichting**, a foundation under the laws of the Netherlands with seat at Amsterdam, the Netherlands and its address at 1017 BP Amsterdam, the Netherlands, Herengracht 415 and registered under number 41200208 with the trade register, has acted as initial representative of the Association (kwartiermaker) in the period prior to the Association's incorporation, and the Founders hereby ratify all actions so taken by the Boekmanstichting for that purpose.
- (iv) The Founders shall transfer their ownership over the intellectual property rights to the Compendium the Association, including, but not limited to, the rights to use its name for the association as soon as possible after the incorporation of the Association.

The powers of attorney granted by the Founders to the person appearing are evidenced by two (2) written instruments which are attached to this deed.

In witness whereof the original of this deed, which will be retained by me, civil law notary (notaris), is executed in Amsterdam on the date first mentioned in the head of this deed.

Having conveyed the substance of this deed and given an explanation thereto and following the statement by the person appearing that [he][she] has taken note thereof and to agree with the partial reading out thereof, and after having read out those parts of the deed which the law

requires to be read out, this deed is signed by the person appearing who is known to me, civil law notary (notaris), and by me, civil law notary (notaris).