



**MR . J.W. WEGGEMANS**  
**notary West ste rwo lde**

# ESTABLISHMENT/STATUTES OF FOUNDATION

case number: 20240908JWW

Today, **one August two thousand and twenty-four**, appeared before me, Mr. Jan Wim Weggemans, notary in the municipality of Westerwolde:

**Mr Petrus Antonius Steenbergen**, living at 7827 JN Emmen, Kraaienveld 31, born in Leiderdorp on the twenty-fifth of July nineteen hundred seventy-eight, married.

The person appearing declared by this deed to establish a foundation and for this purpose the to adopt the following statutes:

## ARTICLES OF ASSOCIATION:

### Article 1.

#### Definitions.

In these articles of association the following definitions

apply: **Management**: the Board of the Foundation;

**BW**: the Civil Code;

**Electronic**: a readable and reproducible document sent electronically message;

**Annual accounts**: the balance sheet and the statement of income and expenditure and an explanation thereof; **Written**: by letter, fax or e-mail, or by message sent via another person means of communication is transmitted and can be received electronically or in writing provided that the identity of the sender can be established with sufficient certainty established;

**Funding**: the legal entity to which these articles of association apply. Defined terms can be used without loss of substantive meaning singular or plural are used.

### Article 2.

#### Name and seat.

1. The Foundation is called: **OVOS Foundation**.

2. The Foundation has its registered office in Emmen (municipality of Emmen).

### Article 3.

#### Goals and means.

1. The Foundation's aim is the development, promotion and distribution of "open source" software and hardware to promote the free exchange of knowledge and equal access to free open source software and hardware, as well as all which is related to or related to the foregoing in the broadest sense can be beneficial.

2. The Foundation may pursue its purpose by all lawful means, including: name by:

- education, exchange of opinions and cooperation between users, developers and researchers;
- research and debate on the impact of free open source software/hardware on society and science;
- continuous development and research into free open source software/hardware;



- improved access to free open source software/hardware, supporting images, sounds, data and documentation, including the compilation and distribution of relevant material;
- contributions and articles providing competent information to the public within the foundation's field of activity and presence at fairs and conferences, making information available to a wide spectrum of users;
- organization of conferences and lectures open to the general public, aimed at promoting further training of project members and users.

3. The necessary funds for the foundation are obtained through:
- membership contributions;
  - contributions from the provinces, municipal councils and other government agencies within the Netherlands and Europe (subsidies);
  - donations and sponsorship;
  - sales of supporting customized work as well as sales of promotional material;
  - other financial contributions from third parties.

#### **Article 4.**

##### **The board.**

1. The Board of the Foundation consists of a person to be determined by the Board number of at least three and at most five persons.
2. Directors are appointed by the Board. If not within six months after a vacancy has arisen, the court may do so provided upon request in accordance with Article 2:299 of the Dutch Civil Code.
3. The Directors divide the management positions, including that of chairman, secretary and treasurer, among themselves. The functions of secretary and treasurer can be filled by the same person.
4. The Board may determine a schedule of resignation. In that case, Directors are appointed for a period ending according to the retirement schedule. A director who resigns according to the schedule is eligible for reappointment.
5. A director who resigns according to the schedule remains in office until appointment of his successor, unless the Board decides otherwise.
6. A director resigns:
  - a. due to his death;
  - b. by his resignation as referred to in paragraph 5 of this article;
  - c. because he is declared bankrupt, he is given legal debt restructuring granted, he is placed under guardianship or an adult guardianship is instituted over one or more of his assets;
  - d. by dismissal by the court pursuant to Article 2:298 of the Dutch Civil Code;
  - e. by his dismissal granted by the Board for important reasons in a board decision to that effect, taken in a meeting at which all other directors in office voted in favor of his dismissal.
7. The directors receive no remuneration for their work. They have are entitled to compensation for the costs incurred by them in the performance of their duties costs actually incurred.
8. An incomplete board retains its powers. In case of absence or prevents a director from doing so, his duties are performed by the



remaining director(s). The board may appoint one or more persons who, in the event of the absence or inability of all directors, are authorized to appoint the Foundation temporarily controlled.

#### Article 5.

#### Duties and powers of the Board.

1. The Board is responsible for managing the Foundation.
2. The Board is authorized to decide to enter into agreements for the acquisition, alienation and encumbrance of registered property and to enter into agreements in which the Foundation undertakes as guarantor or joint and several co-debtor, vouches for a third party or undertakes to provide security for a debt of another. The Board and the directors are authorized with regard to the aforementioned legal acts  
To represent the Foundation.
3. The Board is authorized to adopt one or more regulations, in which it Topics to be determined by the board are arranged. Regulations may not conflict with the articles of association. The Board is authorized to enforce the regulations at all times to amend or withdraw.

#### Article 6.

#### Meetings and decision-making.

1. The board meetings are held in the municipality in which the Foundation is held has its registered office or at another place determined by the chairman and in the notice notified.
2. Board meetings are held as often as the chairman deems necessary or at least two of the other directors request the chairman to do so, but at least once a year.
3. The meeting shall be convened by the chairman or by the secretary on his behalf at least seven days in advance, excluding the day of the notice and the day of the meeting. The convocation will be in Writing and will state, in addition to the place and time of the meeting, the date cover topics.
4. As long as all directors in office are present at a board meeting, valid decisions can be made on all matters that arise subjects, provided that they are voted unanimously, even if the provisions of the articles of association for convening and holding meetings are not taken into account.
5. The meetings are chaired by the chairman of the Board. At his In the event of absence, the meeting itself shall appoint its chairman.
6. Minutes of the proceedings in the meetings are kept by the secretary or by one of the other attendees, requested by the chairman. The minutes are adopted and signed by those in the meeting as chairman and secretary.
7. The Board can only make valid decisions at a meeting if the majority of the members in office are present or represented at the meeting. A director may be represented at a meeting by a fellow director upon presentation of a Written proxy that is sufficient at the discretion of the chairman of the meeting. A The director can only act as a proxy for one co-director performance.



If a vote is taken on a proposal to dismiss a director as referred to in Article 4.6, the director whose dismissal is concerned cannot participate in the vote and — this director does not count for the calculation of the quorum, as determined in the first sentence. of this member. \_\_\_\_\_

8. The Board may also make decisions outside of meetings, provided this is done in Writing and all directors entitled to vote have agreed to this method of decision-making. \_\_\_\_\_
9. A director shall not participate in the deliberation and decision-making if he has a direct or indirect personal interest that conflicts with the — interest of the Foundation and the associated organization unless this prevents a board decision from being taken. In that case, the considerations that led to the decision will be recorded in writing. \_\_\_\_\_
10. Each director has the right to cast one vote. \_\_\_\_\_  
To the extent that these articles of association do not prescribe a larger majority, all —  
Board decisions taken by an absolute majority of the valid votes cast. —  
The chairman's judgment regarding the outcome of a vote, expressed —  
at the meeting, is decisive. The same applies to the content of a —  
decision taken insofar as a vote was not taken —  
Written proposal. Is immediately after pronouncing a —  
If the chairman's judgment disputes its correctness, a new one will be found —  
voting takes place if the majority of the meeting or, if the original vote —  
was not taken by roll call or in writing, if a person present and entitled —  
to vote so desires. Due to this new vote —  
the legal consequences of the original vote. \_\_\_\_\_
11. All votes at the meeting take place orally, unless the chairman or one of the —  
persons entitled to vote indicates in advance that the vote will be by unsigned, —  
require closed notes. \_\_\_\_\_
12. Blank votes are considered not to have been cast. \_\_\_\_\_
13. In all disputes regarding voting, not with the articles of association or regulations —  
provided, the chairman decides. \_\_\_\_\_

#### **Article 7.** \_\_\_\_\_

#### **Representation.** \_\_\_\_\_

The Foundation is represented by either the Board or by one —  
director acting separately. \_\_\_\_\_

#### **Article 8.** \_\_\_\_\_

#### **Financial year and annual accounts.** \_\_\_\_\_

1. The Foundation's financial year is the same as the calendar year. \_\_\_\_\_
2. The Board is obliged to monitor the financial status of the Foundation and everything relating —  
to the activities of the Foundation, according to the requirements arising from —  
from these activities, to keep records in such a way and to store the —  
associated books, documents and other data carriers in such a way that —  
the rights and obligations of the Foundation are maintained at all times. —  
can be known. \_\_\_\_\_
3. The Board is obliged to report annually within six months after the end of the financial year —  
to prepare and put on paper the Foundation's annual accounts. \_\_\_\_\_
4. Before adopting the documents referred to in paragraph 3, the Board may —  
have them examined by a person designated by the Board. \_\_\_\_\_  
accountant. \_\_\_\_\_



5. The Annual Accounts are kept for at least the period prescribed by law \_\_\_\_\_  
retained for a period of time. \_\_\_\_\_

6. The data placed on a data carrier, with the exception of data on paper \_\_\_\_\_  
stated balance sheet and statement of income and expenditure, can be transferred and \_\_\_\_\_  
stored on another data carrier, provided that the transfer takes place with correct and \_\_\_\_\_  
complete presentation of the data and these are available during the entire storage \_\_\_\_\_  
period and can be made readable within a reasonable time. \_\_\_\_\_

## Article 9. \_\_\_\_\_

Amendment of the articles of association. \_\_\_\_\_

1. The Board is authorized to amend the articles of association. \_\_\_\_\_
2. A decision by the Board to amend the Articles of Association requires a majority of \_\_\_\_\_  
at least two-thirds of the votes cast in a full meeting. Is a meeting in which \_\_\_\_\_  
a proposal to amend the articles of association is submitted to the \_\_\_\_\_  
order is not complete, a second meeting will be convened \_\_\_\_\_  
held no earlier than two and no later than four weeks after the first meeting. In \_\_\_\_\_  
this second meeting, regardless of the number of directors present or \_\_\_\_\_  
represented, a legally valid decision can be taken regarding the proposal as \_\_\_\_\_  
discussed in the first meeting, provided that it is passed by a majority. \_\_\_\_\_  
of at least two-thirds of the votes cast. \_\_\_\_\_
3. The notice convening the meeting at which an amendment to the articles of association will be \_\_\_\_\_  
proposed must include a copy of the proposal, containing the verbatim text \_\_\_\_\_  
of the proposed amendment, to be added. \_\_\_\_\_
4. A decision to amend the articles of association will only come into effect after a decision has been made \_\_\_\_\_  
notarial deed has been drawn up. Everyone is entitled to have that deed executed \_\_\_\_\_  
authorized director. \_\_\_\_\_

## Article 10. \_\_\_\_\_

### Dissolution. \_\_\_\_\_

1. The Board is authorized to dissolve the Foundation. \_\_\_\_\_
2. The provisions of paragraph 2 of the Board of Directors apply to the decision of the Board to dissolve \_\_\_\_\_  
previous article applies mutatis mutandis. \_\_\_\_\_
3. The destination of the liquidation balance will also be determined in the decision to \_\_\_\_\_  
dissolve. \_\_\_\_\_
4. After the dissolution, the liquidation will be carried out by the directors. \_\_\_\_\_
5. After the liquidation, the books and documents of the dissolved foundation \_\_\_\_\_  
will remain in the custody of the person designated by the liquidators for \_\_\_\_\_  
the period prescribed by law. \_\_\_\_\_
6. The settlement is also subject to the provisions of Title 1 of Book 2 of the Dutch Civil Code \_\_\_\_\_  
application. \_\_\_\_\_

## Article 11. \_\_\_\_\_

### Final provision. \_\_\_\_\_

In all cases not provided for in these articles of association, the Board will decide. \_\_\_\_\_

## Article 12. \_\_\_\_\_

### Transitional provision. \_\_\_\_\_

1. Notwithstanding the provisions of Article 4, paragraph 2, the first directors are appointed \_\_\_\_\_  
mentioned in this deed. \_\_\_\_\_
2. The first financial year ends on December thirty-one, two thousand and twenty-five. \_\_\_\_\_
- 3 This article expires after the end of the first financial year. \_\_\_\_\_



## **FINAL STATEMENTS**

Finally, the person appearing stated that at this establishment: \_\_\_\_\_

a. the board consists of three directors; \_\_\_\_\_

b. for the first time, directors, in the position stated after their names, are: \_\_\_\_\_

1. the person appearing, Mr Petrus Antonius Steenberg, in the position of secretary; \_\_\_\_\_

2. Mr João Casimiro Gonçalves Ferreira, born in Guimarães (Portugal) -  
on the thirteenth of May nineteen hundred and ninety-two, in the position of \_\_\_\_\_  
chair; \_\_\_\_\_

3. Mr. Daniel James Mc Knight, born in Portland (United States) on \_\_\_\_\_ -  
September nine, nineteen hundred and ninety-three, in the position of \_\_\_\_\_  
treasurer. \_\_\_\_\_

## **POWER OF ATTORNEY RECTIFICATION**

The person appearing hereby gives power of attorney to each of the employees of the \_\_\_\_\_  
aforementioned notary, Mr. JW Weggemans, or his deputy or successor, with the power of \_\_\_\_\_  
substitution, to - to the extent necessary - perform all actions on his behalf \_\_\_\_\_  
necessary to correct errors and make such changes to the text by means \_\_\_\_\_  
of an act of rectification, as may be necessary \_\_\_\_\_  
appear to bring about the implementation of the matters mentioned in this deed \_\_\_\_\_  
legal acts. \_\_\_\_\_

## **FINAL DEED**

The person appearing is known to me, the notary, and the identity of the person appearing has been established on \_\_\_\_\_  
the basis of the document intended for this purpose. \_\_\_\_\_

**WHOSE DEED** took place in Wedde (municipality of Westerwolde) on the date as \_\_\_\_\_  
stated at the head of this deed. \_\_\_\_\_

The contents of this deed have been stated and explained to the person appearing. The person appearing \_\_\_\_\_  
has declared that he does not wish to have the deed read out in full, that he has taken note of the contents of \_\_\_\_\_  
the deed in time before it was executed and that he was familiar with the contents. \_\_\_\_\_  
to agree. \_\_\_\_\_

Immediately afterwards the deed was read out in a limited manner and by the person appearing and me, \_\_\_\_\_  
notary, signed. \_\_\_\_\_  
(Follows signing)

ISSUED FOR COPYRIGHT:

