

BYLAWS OF FREE KNOWLEDGE INSTITUTE FOUNDATION

Translated from Dutch original dated 12 December 2007

ESTABLISHMENT OF FOUNDATION

FREE KNOWLEDGE INSTITUTE FOUNDATION

Today, the twelfth of December two thousand and seven, there appeared before me, Mr Jacob Willem Stuijt, notary established in Aerdenhout, municipality of Bloemendaal:

1. Ms Hinde ten Berge, born in Groningen on twenty-eight December nineteen seventy-five, residing at 1071 VC Amsterdam, Balthasar Floriszstraat 10-I, unmarried and not registered (having been) as a partner within the meaning of registered partnership, holder of passport number: NJ5785386, acting herein: a. for herself; and b. as written attorney for: Mr David Jacovkis Halperin, born in Barcelona (Spain) on twenty-five August nineteen seventy-seven, residing at 08197 Passeig de la Carena 27, Valldoreix (municipality of Barcelona) (Spain), unmarried and not registered (having been) as a partner within the meaning of registered partnership, holder of (Spanish) passport number: BA385032.
2. Mr Wouter Tebbens, born in Haaften on six May nineteen seventy-four, residing at 1094 LA Amsterdam, Tweede Atjehstraat 21-1, married, holder of passport number: NM488DC66.

POWER OF ATTORNEY The aforementioned power of attorney is evidenced by one private deed of power of attorney, which is attached to this deed.

The appearing parties declared, acting as stated, to establish by this deed a foundation and to adopt the following bylaws for it:

NAME AND REGISTERED OFFICE

Article 1

1. The foundation bears the name: Free Knowledge Institute Foundation.
2. It has its registered office in the municipality of Amsterdam.

OBJECTS

Article 2

1. The foundation has as its objects: a. promoting, initiating and supporting the understanding, use and creation of free knowledge in all its forms and in the fields of technology, education, culture and science in particular; b. collecting, developing, distributing, making public and accessible free knowledge in the fields of technology, education, culture and science; c. conducting research, providing training, rendering advisory and information services concerning free knowledge, both locally and internationally.

2. Performing all further acts which are related to the foregoing in the broadest sense or may be conducive thereto.

BOARD

Article 3

1. The board of the foundation consists of at least three members and a maximum of seven members. The number of members is determined by the board by unanimous vote, with due observance of what is stipulated in the previous sentence.
2. The board (with the exception of the first board, the members of which are appointed in office) elects from among its members a chairperson, a secretary and a treasurer. The functions of secretary and treasurer may also be performed by one person.
3. The appointment of members, both to fill a vacancy and upon expansion of the number of members, is made by the board itself pursuant to a board resolution passed by a majority of at least three-quarters of the votes cast. Upon the occurrence of one (or more) vacancy/vacancies in the board, the remaining members (or the sole remaining board member) shall fill such vacancy/vacancies within two months after the occurrence of the vacancy/vacancies by appointing one (or more) successor(s).
4. In case of one or more vacancies in the board, the remaining members, or the remaining board member, constitute a validly composed board.
5. The members do not receive remuneration for their board activities. They are, however, entitled to reimbursement of costs incurred by them in the performance of their function.
6. Board members hold office for a term of three (3) years and are immediately re-eligible after this term.

BOARD MEETINGS

Article 4

1. Board meetings are held at such place in the Netherlands as determined in the notice of meeting.
2. At least one meeting is held every six months.
3. Meetings shall furthermore be held whenever one of the board members gives written notice thereof, stating precisely the matters to be discussed.
4. Notice of the meeting is given at least fourteen days in advance, not counting the day of the notice and that of the meeting, by means of notices of meeting.
5. The notices of meeting state, in addition to the place and time of the meeting, the subjects to be discussed.
6. As long as all board members in office are present at a board meeting, valid resolutions may be passed on all matters that come up for discussion, provided they are passed unanimously, even if the provisions prescribed by the bylaws for convening and holding meetings have not been observed.
7. The meetings are chaired by the chairperson; in their absence, the persons present shall provide for the chairmanship of the meeting themselves.

8. Minutes are kept of the proceedings at the meetings by the secretary or by one of the other persons present, requested to do so by the chairperson of the meeting. The minutes are adopted and signed by those who acted as chairperson and secretary at the meeting.

BOARD RESOLUTIONS

Article 5

1. The board may only pass valid resolutions at a meeting if the majority of the board members in office are present or represented at the meeting. A board member may be represented at the meeting by another board member upon presentation of a written power of attorney, sufficient in the opinion of the chairperson of the meeting. A board member may only act as attorney for one other board member.
2. The board may also pass resolutions outside a meeting, provided all board members have been given the opportunity to express their opinion in writing, whether or not by any means of telecommunication. A report of a resolution thus passed is drawn up by the secretary, including the responses received, which after co-signature by the chairperson is added to the minutes.
3. Each board member has the right to cast one vote. Unless these bylaws prescribe a larger majority, all board resolutions are passed by absolute majority of the votes validly cast.
4. All voting at meetings is done orally, unless one board member requests a written vote before the voting. Written voting is done by unsigned, sealed notes.
5. Blank votes are considered not to have been cast.
6. In all disputes concerning voting, not provided for in the bylaws, the chairperson of the meeting decides.

BOARD AUTHORITY

Article 6

1. The board is charged with the management of the foundation.
2. The board is authorised to resolve to enter into agreements for the acquisition, disposal and encumbrance of registered property.
3. The board is not authorised to resolve to enter into agreements whereby the foundation binds itself as surety or joint and several co-debtor, stands surety for a third party or binds itself to provide security for a debt of another, unless the resolution is passed unanimously by all board members in office.
4. Inheritances may only be accepted subject to the privilege of benefit of inventory.

REPRESENTATION

Article 7

1. The board represents the foundation.
2. The power of representation also belongs to two board members acting jointly.
3. The board may grant power of attorney to one or more board members, as well as to third parties, to represent the foundation within the limits of such power of attorney.

TERMINATION OF BOARD MEMBERSHIP

Article 8 The board membership of a board member terminates: a. by their death; b. when they lose the free administration of their assets; c. by written resignation; d. by dismissal granted to them by the joint remaining board members; e. by dismissal on the grounds of article 2:298 of the Civil Code.

ADVISORY COUNCIL

Article 9

1. The members of the Advisory Council are suspended and dismissed by the board. The board determines the number of members of the Advisory Council. Only natural persons may be appointed as members of the Advisory Council.
2. The Advisory Council elects from among its members a chairperson and a secretary.
3. In addition to the duties and powers assigned or granted to the Advisory Council in or pursuant to other provisions of these bylaws, its duty includes giving advice to the board, whenever this is required by the board or the board deems this desirable. The board is also authorised to lay down the duties and powers of the Advisory Council in a separate regulation.
4. The members of the Advisory Council cannot form part of the board.
5. The provisions of article 4 and article 8 apply mutatis mutandis to the Advisory Council as much as possible, with the understanding that membership of the Advisory Council may terminate by dismissal granted by the joint remaining members of the Advisory Council and by accepting an appointment as board member.
6. The provisions of article 5 apply mutatis mutandis to the Advisory Council as much as possible, with the understanding that board members only have access to meetings of the Advisory Council if they have been invited to do so.

FINANCIAL YEAR AND ANNUAL ACCOUNTS

Article 10

1. The financial year of the foundation is equal to the calendar year.
2. At the end of each financial year, the books of the foundation are closed. From these, the board prepares a balance sheet and a statement of income and expenditure for the financial year ended, which annual accounts are subsequently adopted by the board.

REGULATIONS

Article 11

1. The board is authorised to adopt regulations in which those matters are regulated which, in the opinion of the board, require (further) regulation.
2. The regulations may not conflict with the law or these bylaws.
3. The board is at all times authorised to amend or abolish the regulations.
4. The provisions of article 11 paragraph 1 apply to the adoption, amendment and abolition of the regulations.

AMENDMENT OF BYLAWS

Article 12

1. The board is authorised to amend these bylaws. The resolution to that effect must be passed unanimously in a meeting in which all board members are present or represented, without any vacancy existing in the board.
2. The amendment must, on pain of nullity, be effected by notarial deed. Each board member individually is authorised to execute the relevant deed.

DISSOLUTION AND LIQUIDATION

Article 13

1. The board is authorised to dissolve the foundation. The provisions of article 5 paragraph 1 apply to the resolution to be passed to that effect.
2. The foundation continues to exist after its dissolution insofar as this is necessary for the liquidation of its assets.
3. Upon dissolution of the foundation, liquidation is carried out by the board.
4. During liquidation, the provisions of these bylaws remain in force as much as possible.
5. The destination of the positive balance of the liquidation shall be determined by the board, all this with due observance of the fact that any positive balance upon liquidation of the foundation must be spent in accordance with the objects of the foundation or must benefit another foundation serving the general interest in accordance with article 6.33 of the Income Tax Act 2001.
6. After completion of the liquidation, the books and documents of the dissolved foundation remain for ten years in the custody of the person to be designated by the liquidators.

FINAL PROVISIONS

Article 14 In all cases not provided for by either the law or these bylaws, the board decides.

Article 15 The first board members are appointed in the deed of incorporation.

FINAL DECLARATIONS

Finally, the appearing parties declared:

1. The following have been appointed as board members of the foundation: a. Mr W. Tebbens aforementioned as chairperson; b. Ms H. ten Berge aforementioned as treasurer; c. Mr D. Jacovkis Halperin aforementioned as secretary.
2. The first financial year of the foundation ends on thirty-first December two thousand and eight.

IDENTITY OF APPEARING PARTIES The appearing parties are known to me, notary, and the identity of the appearing parties/parties involved in this deed has been established by me, notary, on the basis of the documents mentioned above and intended for that purpose.

CONCLUSION WHEREOF DEED, executed in draft in Aerdenhout, municipality of Bloemendaal, on the date mentioned in the heading of this deed. The substantive content of the deed

has been stated and explained to the appearing parties. The appearing parties have unanimously declared not to attach importance to full reading of this deed and to have received a draft deed in good time before execution and to have taken cognisance of the content of the deed, to agree with it and to have been advised of the consequences flowing from the deed for the parties. This deed has been read to a limited extent and immediately thereafter signed, first by the appearing parties and subsequently by me, notary.