

[Translation from Dutch into English]

## Huijbregts Notarissen

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**COPY**

of the

**DEED OF FORMATION**

of

*mr. P.H.A.M. Peters*  
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**Civil-law Notaries**

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Hoff van Hollandlaan 5  
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**Deafblind International,**

an association

*mr. S. Alberts*  
**Civil-law Notary**

**Office address**  
Julianastraat 19  
Vlijmen

Telephone +31 (0)73 513  
36 66

having its registered office in

Sint-Michiëlsgestel

[Logo]

**FORMATION**

Deed executed on:  
8 February 2010

[Stamp Royal Notarial Association]

HUIJBREGTS NOTARISSEN  
's-Hertogenbosch office

1  
[initials]

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#### FORMATION OF AN ASSOCIATION

This eighth day of February two thousand and ten, there appeared before me, *mr.* MAARTEN PETRUS WILHELMUS MARIA VAN DEN OORD, civil-law notary practising in 's-Hertogenbosch, the Netherlands:  
Mr *drs.* ANTONIUS JOHANNES MARIA GROOT ZWAAFTINK,

, acting for the purpose of this document under the written authorization of:

- a. **STICHTING KONINKLIJKE KENTALIS**, a civil-law foundation [*stichting*], having its registered office in Haren, the Netherlands, and having its principal place of business at Emmastraat 10, 8011 AG Zwolle, the Netherlands, listed in the Trade Register of the Chamber of Commerce for Northern Netherlands under file number 02070578;
- b. Mr **ANTONIUS SIMON MARIA VISSER**, in Sint-Michielsgestel, the Netherlands, on the twenty-first day of December two thousand and seven,

The person appearing, acting in his aforesaid capacity, declared that, by this deed, he formed an association, adopting the following

#### CHARTER:

##### NAME AND SEAT

##### Article 1.

The name of the association is: **Deafblind International**. It has its registered office in Sint-Michielsgestel, the Netherlands.

##### OBJECT

##### Article 2.

1. The association's object is: to promote adequate provision of services to deaf-blind people by international cooperation as well as to do anything directly or indirectly related or conducive to the foregoing, all in the broadest sense.
2. It tries to achieve this object, *inter alia*, by:
  - a. promoting and improving the recognition and the awareness that deaf-blindness is a unique congenital or acquired handicap that can affect children, both adults and the elderly;
  - b. supporting the rights of deaf-blind people and promoting equal opportunities for deaf-blind people with respect to all aspects of their lives;
  - c. stimulating the development of networks and the possibilities for cooperation and development for professionals to the benefit of deaf-blind people and their families;
  - d. promoting the educational possibilities for deaf-blind people and in general developing opportunities for them;
  - e. promoting contacts between deaf-blind people, experts and organisations worldwide;

- f. promoting the provision of services to deaf-blind people that enable them to give shape to their lives independently, and to improve the quality of their lives;
- g. improving the quality of the provision of services to deaf-blind people by promoting research, development and training, as well as a policy leading to good practice;
- h. distributing information on the subject of deaf-blindness.

#### DURATION

##### Article 3.

The association is formed for an indefinite period of time.

#### ASSOCIATION YEAR

##### Article 4.

The association year will coincide with the association's financial year.

#### MEMBERSHIP

##### Article 5.

1. The association has members with voting rights and members without voting rights, also named 'non-voting members'. Wherever this charter refers to members, members with voting rights are referred to only. The rights and obligations of non-voting members are provided for in article 9. Members can either be legal entities or natural persons. Legal entities can be divided into so-called mini corporates, small corporates, and large corporates. Natural persons can exercise their membership by becoming members of a network as referred to in article 8, which network will then cast a vote in the general meeting. Legal entities/members are those who have registered with the board.
2. In the event of non-admission by the board the general meeting may resolve to admit a member.

##### Article 6.

The membership cannot be transferred or assigned.

##### Article 7.

1. The membership will end:
  - a. by the member's death or dissolution;
  - b. by the member's termination by notice;
  - c. by the association's termination by notice;
  - c. by disqualification.
2. A member may terminate the membership by notice only with effect from the end of an association year, provided in writing and with due observance of a notice period of at least four weeks. Nevertheless, immediate termination by notice of the membership will be possible:
  - a. if it cannot reasonably be required that the membership is continued;
  - b. if a member has become privy or been notified of a resolution in which the rights of members have been restricted or their obligations increased, within one month of such resolution;
  - c. within one month of a member having been notified of a resolution to convert the association into another legal form or to merge.

If the termination by notice has not been effected in due time, the membership will continue until the end of the next association year.

3. Termination by notice of the membership by the association may also take place only with effect from the end of an association year.  
Such termination shall be effected by the board, in writing and with due observance of a notice period of at least four weeks.  
Termination by notice of the membership by the association may take place only if the association cannot reasonably be required to continue the membership.  
If the termination has not been effected in due time, the membership will continue until the end of the next association year.
4. Disqualification from the membership can be pronounced only when a member acts contrary to the association's charter, regulations or resolutions, e.g. in the event that the annual contribution, despite a payment reminder, is not paid or is not paid in due time, or when a member unfairly prejudices the association.  
The disqualification will be effected by the board, that will notify the relevant member of the resolution as soon as possible, stating reasons. The relevant member will be entitled, within one month of receipt of the notification, to appeal to the general meeting.  
During the appeal period and pending the appeal proceedings the member will be suspended.  
The general meeting may resolve to disqualify a member only by means of a resolution to that effect, adopted by a majority of at least two thirds of the number of votes cast.
5. If the membership ends during the course of an association year, the member will still be required to pay the full annual contribution.  
The board may suspend a member who acts contrary to the association's charter, the regulations or resolutions or who unreasonably prejudices the association for a period to be determined by the board but of no more than six (6) months. The suspension is subject to appeal to the general meeting. The provisions of paragraph 4 regarding 'appeal' will apply *mutatis mutandis*.

#### NETWORKS

##### Article 8.

Networks are international groups of individual members and/or organisations, schools and institutions admitted by the board from at least three countries that are mutually connected by language, culture, geographic location or objects, and satisfy criteria to be determined by the board.

The Networks themselves will determine the frequency and manner of meeting.

#### NON-VOTING MEMBERS

##### Article 9.

Non-voting members are natural persons or legal entities admitted as such by the board.

They will have access to all general meetings and may become members of all committees and groups to be set up by the association, but they will have no vote in such committees or groups. The general meeting may require them to pay a small contribution.

#### CAPITAL

##### Article 10.

1. The funds of the association will consist of the annual contributions from the members, any contributions from the non-voting members and any other revenues.
2. Each member will be due an annual contribution, to be established by the general meeting.
3. The board may resolve to exempt members from paying their annual contributions based on criteria to be established in further detail by the board.

## BOARD

### Article 11.

1. The board will be composed of a president, two vice-presidents, the immediate past-president, and no more than thirty-five (35) other members, no more than fifteen (15) members of which being large corporate members.  
In addition, the board will have a secretary, a treasurer and an information officer, who will be responsible for the magazine published by the association, the website and all other information. The board will determine which organisations from the board will be charged with the duties of the secretariat, the finances and the information provision. The relevant organisations will then submit the persons from their organisation who will become secretary, treasurer and information officer, as applicable, for approval by the board. The president, vice-presidents and the other board members will be appointed by the general meeting from the members of the association based on the nomination by the nomination committee.  
When appointing the board members, a proportional representation of the existing networks, mini-corporates and small corporates will be taken into account, without prejudice to the provisions of paragraph 1 of this article.
2. The board members being legal entities themselves will designate the representative of such legal entity who will become a board member and vote in such board.  
The general meeting will establish the number of board members.
3. Board members may at all times be suspended or dismissed by the general meeting, without stating reasons. With respect to the suspension or dismissal the general meeting will resolve with a majority of two thirds of the votes cast.
4. If, in the event of a suspension of a board member, the general meeting has not resolved to dismiss such member within three months, the suspension will end. The suspended board member will be given the opportunity to account for his actions in the general meeting, where he can be represented by counsel.
5. Board members will be appointed for a period of four (4) years. For purposes of this document a year will be taken to mean the period between two successive annual general meetings. The general meeting may, in special occasions, resolve to reduce the term of office to three (3) years, or to extend such term of office to five (5) years. A retiring board member will be eligible for re-appointment without restriction.
6. Existing vacancies will be filled as soon as possible. The board will be authorised, in anticipation of an appointment by the general meeting, to appoint a replacement for the vacancy, after consulting the nomination committee.  
An incomplete board will remain authorised to manage the association.

### Article 12.

1. The board will be charged with the management of the association. The board may delegate duties and powers to the management committee, which will be laid down in writing by the board.
2. The board will be charged with the organisation of the world conference, which will be held at least once every three years but no more than once every five years, all at the board's discretion. During such world conference the board may grant awards and diplomas to members and participants, as a token of their appreciation for extraordinary activities.
3. The board will be authorised to set up committees of specialists who will exercise their duties at a regional or international level. Also non-members of the association may become members of such committees.  
The board will determine the budget and reporting procedure of the committees.

4. The board will be authorised, in anticipation of an amendment of the charter referred to in article 21 of this charter, to align its working method with such proposed amendment.
5. Save the provisions of paragraph 6 of this article, the board will be co-authorised to resolve to enter into agreements with respect to the acquisition, selling or encumbrance of property subject to public registration and to enter into agreements pursuant to which the association commits itself as a surety or a joint and several debtor for a third-party debt.
6. The board will require the approval of the general meeting for resolutions to enter into agreements as described in paragraph 5 above.  
Without the said approval the association cannot be duly represented with respect to these legal acts.

Article 13.

1. The board will represent the association.
2. The board may grant power of attorney to one or more board members, as well as to third parties, to represent the association within the limits of such power of attorney.

MANAGEMENT COMMITTEE

Article 14.

1. The management committee of the association will comprise the president, the two vice-presidents, the secretary, the treasurer, the information officer, the immediate past-president, and no more than four other board members.
2. The management committee will, at the board's request, be charged with the day-to-day performance of the duties of the board and will determine itself the frequency and manner of meeting.

NOMINATIONS COMMITTEE

Article 15.

1. The association will have a nominations committee, comprising at least three members, no more than one of whom may be a member of the management committee.
2. The members of the nomination committee will be appointed by the board.
3. The nominations committee will be charged with the organisation and supervision of the election procedures of the board members, including the president and vice-president; it will issue recommendations on other issues as may be established by the board.

THE GENERAL MEETING

Article 16.

The general meetings will be held in the municipality where the association has its registered office, or in such other place as will be established by the board.

Article 17.

1. The general meeting may be accessed by the members who are not suspended, the non-voting members, as well as those who have received an invitation to that end from the board and/or the general meeting.  
A suspended member may access the meeting in which the resolution to suspend him is discussed and will be authorised to address the meeting.
2. Those entitled to vote in the general meeting will be the mini corporate, large corporate and small corporate members as referred to in article 5 and the networks as referred to in article 8. Each of them will be entitled to cast one vote. Each person entitled to vote may grant another person entitled to vote a written proxy to cast his vote, provided that such proxy has been received by the board at least one week before commencement of the meeting.

3. A unanimous resolution of all those entitled to vote in the general meeting, even if they are not in conference, will have the same legal force as a resolution of the general meeting, provided that it is adopted with the prior knowledge of the board.
4. The president will determine the manner in which the votes will be cast in the general meeting.
5. All resolutions with respect to which the law or this charter do not prescribe a larger majority will be adopted by an absolute majority of the votes cast. In the event that votes on a business matter end in a tie, the motion will be rejected. In the event that votes on persons end in a tie, the drawing of lots will decide. If, when electing between more than two persons, nobody gets an absolute majority of votes, there will be a revote between the two persons having received the largest number of votes, if necessary after taking an interim vote.

Article 18.

1. The general meetings will be chaired by the president or, in his absence, by one of the vice-presidents.
2. The opinion pronounced by the chair of the general meeting that a resolution has been adopted by the general meeting, will be decisive. The same will hold true for the substance of a resolution adopted, to the extent a vote was taken on a motion not laid down in writing.
3. Minutes of the proceedings in the general meeting will be kept by the secretary or by another person designated by the chair. These minutes will be adopted in that or the following general meeting and signed by the chair and the secretary of such meeting by way of approval.

Article 19.

1. The association's financial year will coincide with the calendar year. The first financial year will end on the thirty-first day of December two thousand and ten.  
Annually, at least one general meeting will be held, to wit within ten months of expiry of the financial year, save extension of such period by the general meeting. In this general meeting the board will present its annual report on the course of affairs within the association and on the management conducted. It will submit the balance sheet and the statement of income and expenditure together with the explanatory notes to the meeting for approval. These documents will be signed by at least two members of the management committee.
2. With respect to the fairness of the documents referred to in the foregoing paragraph an auditor as referred to in Articles 2:393 (1) of the Dutch Civil Code (*Burgerlijk Wetboek*), to be appointed by the general meeting, will draw up an opinion to be submitted to the general meeting.
3. The board will make the documents referred to in paragraph 1 available to the auditor referred to in the foregoing paragraph at least four months before the date on which the general meeting in which those documents will be discussed will be held.
4. The board will be under an obligation to provide the auditor with all information requested by it for the benefit of its audit, to show it – if so desired – the petty cash and documents of value, and to provide the auditor access to the records and documents of the association.

Article 20.

1. In addition to the general meeting referred to in the foregoing article, general meetings will be convened by the board as often as the board deems desirable.

2. At the written request of at least such number of members as are authorised to cast one tenth of the votes in a full general meeting, the board will be obliged to convene a general meeting, to be held on a date not later than two months after filing such request.  
If the above meeting has not been convened within two months of receipt of the request, the parties making the request may convene a general meeting themselves. The applicants may then charge others than the board members with the chairing of the meeting and with drafting the minutes.
3. The general meeting will be convened by means of written notice to the persons entitled to vote, with due observance of a period of at least two weeks. The convocation may also be effected using a telecommunication means, such as e-mail or telefax.  
The notice convening the meeting will state the items to be discussed.
4. If the general meeting has not been convened in writing, the general meeting may nevertheless adopt legally valid resolutions, provided that at least such number of people entitled to vote are present at the meeting as are authorised to cast 50% of the number of votes that may be cast in a full meeting and none of them, nor the board, object to such decision-making process.  
If the general meeting was convened with observance of a shorter term, the general meeting may nevertheless adopt legally valid resolutions, unless such number of the attendees as are entitled to cast one tenth of the votes in such meeting object.  
The provisions of the first sentence of this paragraph will apply *mutatis mutandis* to the decision-making process of the general meetings with respect to items not stated on the agenda.

#### AMENDMENT OF THE CHARTER

##### Article 21.

1. The charter may be amended only by means of a resolution of the general meeting, which has been convened giving notice that a motion to amend the charter will be submitted in such meeting.
2. Those who have convened a general meeting in order to discuss a motion to amend the charter will, at least five days before the date of the meeting, make a copy of such motion in which the proposed amendment has been incorporated verbatim at a place suitable for inspection by the members until after the end of the date on which the meeting was held.
3. A resolution to amend the charter may be adopted in a general meeting only with a majority of at least two thirds of the number of votes validly cast.
4. The amendment of the charter will not take effect until a notarial deed to that effect has been drawn up.  
The board will be obliged to have the deed of amendment of the charter executed.
5. The provisions of paragraphs 1 and 2 of this article will not apply if all persons entitled to vote are present or represented in the general meeting and the resolution to amend the charter is adopted unanimously.
6. The board members will be under an obligation to make a certified copy of the deed of amendment of the charter and a full continuing text of the charter as amended, at the office of the Trade Register held by the Chamber of Commerce and Industry.

#### DISSOLUTION AND LIQUIDATION

##### Article 22.

1. The provisions of article 21, paragraphs 1, 2, 3 and 5, will apply *mutatis mutandis* to a resolution of the general meeting to dissolve the association.



2. In the resolution referred to in the foregoing paragraph the general meeting will establish the appropriation of the credit balance, in accordance with the association's objects to the extent possible.
3. The board will be responsible for liquidation of the association.
4. After dissolution the association will continue to exist to the extent necessary for liquidation of its capital. During the liquidation phase the provisions of the charter will continue to be in effect to the extent possible.  
In documents and announcements published by the association, the words 'in liquidation' will be added to its name.
5. The association will cease to exist at such time as there are no further revenues known to it or to the liquidators. The liquidator/s will report the discontinuation to the register referred to in paragraph 6 of article 21.
6. The books and documents of the dissolved association are to be retained for a period of seven years after the end of its liquidation.  
The custodian will be the person as has been designated as such by the liquidators.

#### REGULATIONS

##### Article 23.

1. The general meeting may establish and amend one or more sets of regulations, providing for subjects this charter does not or not fully provide for.
2. Regulations may not contain provisions that are contrary to the law or this charter.
3. The provisions in article 21, paragraphs 1, 2 and 5 will apply *mutatis mutandis* to resolutions to establish or amend a regulation.

#### FINAL PROVISIONS

After having thus adopted the association's charter the person appearing, acting in his aforesaid capacity, declared that, in derogation of the provisions of article 11 of the charter, the following persons will act as the first board members:

1. Mr ROGER WILLIAM GREEN,  
as president;
2. Ms BERNADETTE MARY KAPPEN,  
vice-president;
3. Ms ELVIRA NATALIA EDWARDS,  
secretary;
4. the aforesaid Mr *drs.* ANTONIUS JOHANNES MARIA GROOT ZWAAFTINK, as treasurer;
5. Ms EILEEN ALICE BOOTHROYD,  
as information officer.

FINAL CLAUSES

The person appearing is known to me, notary.

This original of this deed Was executed in 's-Hertogenbosch, the Netherlands on the date first before written.

Before executing this deed I, notary, stated and explained the substance thereof to the person appearing.

The person appearing declared that he had taken cognisance of this deed in good time before execution and that he did not require it to be read out in full.

Immediately after its limited reading this deed was signed by the person appearing and by me, notary.

(Signatures to follow)

ISSUED AS A TRUE COPY:

[stamp]

[signatures]