

AMENDMENT TO THE ARTICLES OF ASSOCIATION  
EUROPEAN ASSOCIATION FOR SOUTHEAST ASIAN STUDIES

23423PW

Today, fifteen July two thousand and twenty-four, there appeared before me, Michael de Vries, civil-law notary practising in Leiden:

1. Mr Sikko Visscher, residing Panamakade 28 at, 1019 AX Amsterdam, born in Nieuwkoop on twenty-one June nineteen hundred and sixty-four;
  2. Mr Laurens Gerrit Hendrik Bakker, residing at Stations 38, 3511 EC Utrecht, born in Leidschendam on twelve August nineteen hundred and sixty-four;
- acting in their capacity as representatives of the European association for Southeast Asian Studies, with its registered office in Leiden, and its principal place of business at Reuvenplaats 2, 2311 BE Leiden, registered in the trade register under number 40448189 and as such authorised to legally represent the association and as such authorised to sign this deed of amendment to the articles of association.

The person appearing declared that:

- the aforementioned association was incorporated, as evidenced by a deed, on seven July nineteen hundred and ninety-three executed before H.M. Karsten-van Halsema, civil-law notary practising at the time in Leiden;
  - the articles of association were previously amended by deed on eighteen December two thousand and fifteen, executed before F.W.M. Roes, civil-law notary at the time practising in Leiden;
  - the articles of association were amended by a resolution of the general meeting of members of the aforementioned association, which was passed on twenty-nine June two thousand and twenty-four;
  - this resolution is evidence in the minutes of the general meeting of members, which are attached to this deed;
  - the power of attorney of the person appearing is evidenced by the said minutes;
- the person appearing then declared that the articles of association were amended, as a result of which the articles of association read and now come into force as follows:

ARTICLES OF ASSOCIATION

Name and registered office

Article 1

The association's name is '**European association for Southeast Asian Studies**', abbreviated as 'Euroseas'.

The association has its registered office in Leiden.

Objects

Article 2

The association is a non-profit professional organisation for scholars engaged in one or more countries of Southeast Asia, namely Burma, Thailand, Laos, Vietnam, Cambodia, Malaysia, Singapore, Brunei, Indonesia, the Philippines and East Timor. Its objects are to promote Southeast Asian studies in the field of humanities and social sciences in all European countries and all countries in Southeast Asia.

Its tasks include:

- supporting the existing institutions active in the field in question;

- promoting contacts and cooperation between scientists in various European countries;
- promoting contacts with scientists in Southeast Asia;
- initiating and coordinating fundraising and research;
- disseminating information via its website;
- regularly holding conferences, workshops and master classes at a European level.

#### Duration

#### Article 3

The association is formed for an indefinite period.

#### Membership

#### Article 4

1. The association has ordinary members and honorary members.
2. Ordinary members are natural persons engaged in the study of Southeast Asia who have registered as such with the association's secretarial department.
3. Honorary members are those who have been appointed as such, due to their extraordinary services for Southeast Asia studies, by the general meeting of members on the nomination of the board and have accepted that appointment.
4. Only ordinary members are members within the meaning of the law.  
Where these articles of association refer to 'members', this includes ordinary members and honorary members, unless the contrary is stated or the context indicates otherwise.

#### Article 5

Membership is personal.

#### Article 6

1. The membership runs for a period of two years at a time or until the next conference.
2. The membership ends:
  - a. if the member dies;
  - b. if the member gives notice to end the membership;
  - c. if the association gives notice to end the membership;
  - d. through disqualification;
  - e. through the expiry of the period mentioned in paragraph 1.
3. Notice to terminate the membership by the member may only be effected in writing, subject to four weeks' notice, by the end of the financial year following that in which notice to terminate is given.
4. If the membership ends in the course of a financial year, the member will nevertheless still owe the biennial contribution in full.

#### Financial resources and the financial year

#### Article 7

1. The association's funds consist of the members' biennial contributions, donations and other income.
2. Each member owes a biennial fee, which the board determines from time to time.
3. Honorary members are exempt from the biennial contribution.
4. The financial year coincides with the calendar year.

#### Board

#### Article 8

1. The board consists of at least seventeen persons, appointed by the ordinary members from among the members for each country and region respectively. The board has the authority to appoint a secretary who is not a member of the association.

The ordinary members resident or based in the countries or regions of the country, or region, as mentioned below, are entitled to nominate a number of board members as follows:

- France: two board members;
- Germany: two board members;
- Belgium, the Netherlands and Luxembourg: two board members;
- Scandinavia (Denmark, Finland, Iceland, Norway and Sweden): two board members;
- United Kingdom: two board members;
- Central Europe (Poland, the Czech Republic, Slovakia, the Baltic States, Austria and Switzerland): two board members;
- the Iberian peninsula (Portugal and Spain): two board members;
- Italy and Greece: two board members;
- Russia: two board members;
- Southeast Asia (Burma, Thailand, Laos, Vietnam, Cambodia, Malaysia, Singapore, Brunei, Indonesia, the Philippines and East Timor: five board members;
- other countries collectively: at least one board member.

Furthermore, the procedure to be followed for the appointment of board members is decided by the board for each country and region respectively.

Given the size and diversity of the Southeast Asia region, a balanced representation of the region by members based in Southeast Asia will be sought based on elections. None of the countries will put forward more than one board member, unless the country in question has more than twenty-five (25) members at the time of the election. If that is the case, the country concerned may put forward two (2) board members. During the election process, a candidate based in Southeast Asia can declare his or her intention to represent several countries with small memberships and be elected to the board on that basis.

2. The general meeting of members selects the chairman for a period of four years. This vote must be cast in writing. The board puts forward a proposal for this appointment; at least one-tenth (1/10th) of the members with voting rights may put forward a non-binding nomination for candidacy.  
The board appoints a vice-chairmen and a secretary from among its members. The chairman, vice-chairman and secretary make up the executive board.
3. The general meeting of members may remove or suspend board members at any time, stating the reasons.  
With regard to suspension or removal, the general meeting of members decides by a majority of two-thirds of the votes cast.
4. If, after suspending a director, the general meeting of members does not resolve within three months to remove him or her, the suspension ends. The suspended director will be given the opportunity to justify his or her actions in the general meeting of members and may be represented in that meeting by counsel.

5. Board members are appointed for a period of four years.  
A retiring director is eligible for re-appointment, provided, however, that he can only be directly reappointed once per board term.  
Existing vacancies will be filled as soon as possible.
6. A board/executive board lacking one or more members retains its powers.

#### Article 9

1. The board is charged with managing the association.
2. Taking into account the provisions of paragraph 3 of this article, the board is authorised to adopt resolutions to enter into agreements to acquire, dispose of and/or encumber property subject to registration, and to enter into agreements whereby the association commits itself as guarantor or joint and several debtor, warrants performance by a third party or commits itself to provide security for a debt of another party.
3. The board requires the approval of the general meeting of members for the conclusion of agreements whereby the association commits itself as guarantor or joint and several debtor, warrants the performance of a third party or provides security for a third-party debt.

#### Representation

##### Article 10

1. The board is authorised to represent the association as regards the acts mentioned in Article 9(3), subject to the provisions therein.
2. The powers of representation also accrue to the executive board.

#### Secretarial department

##### Article 11

1. The secretarial department, which is based in one of the European research institutes that have the required facilities, handles current matters.
2. The secretarial department holds the association's accounts, which are audited annually by an auditor as referred to in Book 2, Section 393(1) of the Dutch Civil Code. The board submits the balance sheet and the statement of income and expenses with explanatory notes and an auditor's report to the general meeting of members.

#### The general meeting of members

##### Article 12

1. At least one general meeting of members is held annually, within six months of the end of the financial year, unless the general meeting of members extends this term.  
The board sets the date and place for this general meeting of members, which preferably coincides once every two years with a Euroseas conference.
2. The general meeting of members appoints the chairman of the board, sets the general policy guidelines, authorises the board to act accordingly where necessary and reviews the board's financial accounts.

##### Article 13

1. In addition to the general meeting of members referred to in the previous article, the board may convene the general meeting of members as often as it deems desirable.
2. At the written request (which includes by electronic means) of at least the

number of members authorised to cast one/tenth of the votes at a full general meeting of members, the board will be obliged to convene a general meeting of members at a time not exceeding four weeks after the submission of the request. If the request is not acceded to within fourteen days, the applicants themselves may proceed to convene the general meeting of members. Those requesting the meeting may then entrust members other than members of the board with leading the member's meeting and taking the minutes.

3. The executive board or, failing that, the conveners will determine the time and place of a general meeting of members other than as referred to in Article 12(1).
4. A general meeting of members must be announced to those entitled to vote and honorary members at least twelve weeks in advance.  
The announcement must state the agenda of the meeting. Resolutions may only be passed for those matters that have been announced. Members may submit their proposals in writing to the secretarial department.
5. Unless otherwise provided for in these articles of association, resolutions may only be passed at a general meeting of members if at least twenty ordinary members are present or represented.

#### Article 14

1. All members have admission to the general meeting of members, including honorary members, those that have not been suspended and all board members. A suspended member will be admitted to and be entitled to speak at the members' meeting at which the decision to suspend is discussed.
2. Ordinary members who are not suspended are entitled to vote at a general meeting of members. Each of them has one vote. Any person with voting rights is authorised to have his vote cast by another person with voting rights and who has been given this authority in writing (which includes through electronic means). A person with voting rights may only act as an authorised representative of two persons at most.
3. A unanimous resolution by all those with voting rights in the general meeting of members, even if they are not convened at a members' meeting, will have the same force as a resolution passed by the general meeting of members, provided it has been passed with the board's prior knowledge.
4. The chairman will determine the manner in which the voting at the general meeting of members will take place.
5. All resolutions that do not require a larger majority by law or by these articles of association are adopted by a majority of the votes cast. If the votes on matters are tied, the proposal is rejected. If the votes are tied when electing persons, then the vote will be decided by drawing lots.  
If no majority is obtained by anyone in an election between more than two persons, a second vote will be held between the two persons who received the largest number of votes, after an interim vote if necessary.

#### Article 15

1. The chairman leads the general meeting of members or, in his or her absence, by the oldest board member present.  
If none of the board members are present, the members' meeting itself will appoint the chairman.

2. The opinion expressed by the chairman at the members' meeting regarding the outcome of a vote is decisive.

The same holds true for the substance of a resolution adopted, insofar as the vote concerned a proposal not recorded in writing.

If the correctness of the chairman's decision is disputed immediately after it is pronounced, a new vote will be held if the majority of the persons with voting rights demands this, or – if the original vote was not held by roll call or by ballot – if any person with voting rights demands this. The new round of voting renders the original vote invalid.

3. The secretary or a person designated by the chairman will keep minutes of the proceedings of the general meeting of members.

These minutes will be adopted at the same or at the next general meeting of members and, as evidence of this, signed by the chairman and secretary of that members' meeting.

#### Internal regulations

##### Article 16

The general meeting of members may adopt one or more regulations, which regulate subjects not or not fully provided for by these articles of association.

#### Additional management powers

##### Article 17

All powers not granted to another body by law or under these articles of association accrue to the board.

#### Amendment to the articles of association

##### Article 18

1. Amendments to the articles of association may only take place by a resolution passed by a general meeting of members that was convened with the notification that the amendment of the articles of association will be proposed.
2. The persons who called the general meeting of members to discuss a proposal to amend the articles of association must file a copy of that proposal in which the proposed amendment is included verbatim in a place suitable for inspection by the members at least five days prior to the day of the members' meeting and it must be available until after the day on which the members' meeting was held.
3. The general meeting of members may only pass a resolution to amend the articles of association at a general meeting of members by a majority of at least two thirds of the votes cast.
4. Amendments to the articles will not come into effect until a notarial deed has been drawn up. All directors are authorised to sign the deed of amendment to the articles of association.
5. The provisions of paragraphs 1 and 2 of this article will not apply if all persons entitled to vote are present or represented at the general meeting of members and the resolution to amend the articles of association is passed unanimously.
6. The board members are obliged to file an officially certified copy of the deed of amendment of the articles of association and a complete continuous text of the articles of association, as they read after the amendment, at the office of the Register of Associations kept by the Chamber of Commerce and Industry.

#### Dissolution

### Article 19

1. The provisions of Article 18(1), (2), (3) and (5) will apply mutatis mutandis to a resolution of the general meeting of members to dissolve the association.
2. The credit balance will be used for such purposes as correspond as far as possible to the purpose of the association, to be determined by the executive board.
3. The executive board will effect the liquidation, unless the general meeting of members decides otherwise.
4. The association will continue to exist after dissolution to the extent necessary to liquidate its assets. During the liquidation, the provisions of the articles of association will remain in effect as much as possible. The words 'in liquidation' must be added to the association's name in documents and notices sent by it.
5. The association's books and documents must be kept for a period of ten years after the liquidation.

### Final clause

This deed was executed in Leiden on the date stated at the beginning of this deed. The person appearing is known to me, civil-law notary. I, civil-law notary, established his identity based on the document referred to above and intended for that purpose.

After the substance of this deed and an explanation thereof had been communicated to the person appearing, he declared that he had read the contents of this deed in good time before its executions, agreed with them, had been informed of the consequences arising for him from this deed and that he did not require it to be read out in full.

Subsequently and immediately following its limited reading, this deed was signed successively by the person appearing and by me, the civil-law notary, at twenty-six minutes past 4 pm.