

**68008/VH**  
**ESTABLISHMENT OF A FOUNDATION**

Today, the eighth of January, two thousand twenty-five, appeared before me, Mr. Johan Christiaan de Jonge, notary in Utrecht:

1. Mr. Simon Albert Jonker, residing at 3072 WJ Rotterdam, Kabelhof 100, born in Amsterdam on the second of November nineteen seventy-nine, unmarried and not registered as a partner;
2. Mrs. Nazha Rustom, residing at 3563 VW Utrecht, Vitóriadreef 9, born in Sour (Lebanon) on the fourth of October nineteen seventy-eight, unmarried and not registered as a partner;
3. Mr. Benjamin Morris de Levie, residing at 3024 WX Rotterdam, Lloydkade 645, born in Rotterdam on the twenty-ninth of January nineteen seventy-seven, married.

The appearing persons declared to establish a foundation by this deed and to lay down the following statutes for this purpose:

**Name and Seat**

**Article 1**

1. The foundation shall bear the name: *Virtual Nakba Museum Foundation*.
2. The foundation is located in the municipality of Rotterdam.

**Purpose**

**Article 2**

1. The foundation aims to:
  - a. make visible, protect, and propagate the cultural heritage of countries and peoples, particularly when this heritage is vulnerable, such as in the first instance the cultural heritage of Palestine;
  - b. promote worldwide awareness of this cultural heritage;
  - c. perform all further acts, in the broadest sense, related to and/or beneficial to this purpose.
2. The foundation aims to achieve its objective by:
  - a. optimally capture both buildings, spaces, and collections of the mentioned cultural heritage en make accessible by means of internet and information carriers;
  - b. collecting and making all relevant information available and accessible to promote awareness;
  - c. generating income through donations, sponsorships, and activities such as exhibitions, selling related products, etc.
3. The foundation does not aim to make a profit.

**Board: Composition, Appointment, and Remuneration**

**Article 3**

1. The foundation's board shall consist of a minimum of three members and a maximum of seven members. Only natural persons can be appointed as board members.
2. The board members are appointed and suspended by the board. Vacancies must be filled as soon as possible. The board shall elect a chairperson, secretary, and treasurer from among its members. The roles of secretary and treasurer may be fulfilled by the same person.
3. Board members are appointed for a period of four years. They retire in accordance with a rotation schedule to be determined by the board. A retiring board member may be reappointed immediately and indefinitely. In the case of an interim vacancy, the appointed board member takes the place in the rotation schedule of the person whose vacancy they are filling.
4. In the event of one or more vacancies on the board, the board retains its powers.

5. Board members do not receive remuneration for their activities. They are entitled to reimbursement for expenses incurred in the performance of their duties.
6. In the event of the resignation of one or more board members, the remaining board members shall constitute the board. If all board members resign, a third party designated by the board will temporarily assume responsibility for the board's tasks.

## **Board: Tasks and Responsibilities**

### **Article 4**

1. The board is responsible for managing the foundation.
2. The board is not authorized to enter into agreements for the acquisition, alienation, and encumbrance of registered property.
3. The board is not authorized to enter into agreements by which the foundation acts as guarantor or joint and several debtor, warrants the performance of a third party, or binds itself as security for a debt of another.  
3a. Actions contrary to clauses 2 and 3 may be challenged by third parties.
4. Inheritance may only be accepted under the privilege of inventory.

## **Board: Meetings**

### **Article 5**

1. Meetings of the board shall be held in the Netherlands at the location specified in the invitation.
2. Meetings must be held annually within six months after the end of the fiscal year – annual meeting – during which in any case the approval of the annual accounts and the balance sheet and financial statement are considered.
3. Meetings shall also be convened whenever deemed necessary by one of the board members.
4. Invitations to meetings must be sent in writing, at least seven days prior to the meeting, not counting the day of the summons and the day of the meeting.
5. A summons specifies, in addition to the place and time of the meeting, the items to be discussed.
6. The meetings are chaired by the chairperson. In the chairperson's absence, the attending board members will provide leadership for the meeting.
7. The secretary takes the minutes of the meeting. In the absence of the secretary, the minute-taker is appointed by the chair of the meeting. The minutes shall then be kept by the secretary.
8. Access to board meetings is granted to active board members and those who are invited by the board.

## **Board: Decision-Making**

### **Article 6**

1. The board may only make decisions in a meeting if the majority of the active board members are present or represented.  
A board member may be represented in a meeting by another board member after a written proxy, deemed sufficient by the chair of the meeting, has been submitted. A board member may represent only one other board member in a meeting.
2. If the required quorum of active or represented board members is not met, a second meeting shall be convened within two to four weeks after the first meeting.  
At the second meeting, decisions may be made regarding the items on the agenda of the first meeting, regardless of the number of board members present or represented. The invitation to the second meeting must state that decisions may be made regardless of the number of members present or represented.

3. As long as all active board members are present at a meeting, valid decisions may be made on all agenda items, provided it is with unanimous consent, even if the rules for convening and holding meetings have not been strictly followed.
4. The board may make decisions outside of meetings if all board members agree to the decision. Such decisions shall be recorded by the secretary in a report and co-signed by the chairperson as minutes.
5. Each board member has the right to cast one vote. Unless a larger majority is required by these articles of association, board resolutions are passed by an absolute majority of validly cast votes. In the event of a tie vote, the proposal shall be deemed rejected.
6. All voting at a meeting shall take place orally, unless one or more board members request a written vote prior to the voting. Written voting shall be conducted using unsigned, sealed ballots.
7. Written statements of board decisions are signed by the chairperson and the secretary.
8. The judgment pronounced by the chair of the meeting regarding the outcome of a vote is decisive. The same applies to the content of a resolution adopted, insofar as the vote concerned a proposal not laid down in writing.  
However, if the correctness of the chair's judgment is immediately contested after it is pronounced, a new vote shall take place if the majority of the meeting or, if the original vote was not conducted orally or in writing, a voting member present so demands. The legal consequences of the original vote shall lapse upon this new vote.
9. A board member shall not participate in deliberations and decision-making if they have a direct or indirect personal interest that conflicts with the interests of the foundation and its related organization.  
If a board resolution cannot be adopted as a result, the relevant board member shall still be entitled to participate in the deliberations and decision-making, and the board shall be authorized to adopt the resolution in this manner. The board shall then record in writing the considerations underlying the decision.

## **Board: Resignation**

### **Article 7**

A board member resigns:

- a. by passing away;
- b. by losing free disposal over their assets;
- c. by stepping down;
- d. by dismissal granted by a majority vote of the other board members;
- e. by dismissal based on Article 2:298 of the Dutch Civil Code.

## **Representation**

### **Article 8**

1. The board represents the foundation.
2. The authority to represent the foundation also lies with two jointly acting board members.
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 the authorization.

## **Financial Year and Records**

### **Article 9**

1. The financial year of the foundation coincides with the calendar year.
2. The board is required to maintain records of the foundation's financial position and all matters related to its activities in a manner that meets the requirements arising from these activities. It must keep the associated books, documents, and other data carriers in such a way that the rights and obligations of the foundation can be known at all times.

3. The board is required to prepare, document, and approve the foundation's balance sheet and statement of income and expenditures annually, within six months after the end of the financial year.
4. The board is obliged to keep the records referred to above for seven years.
5. Data recorded on a data carrier, with the exception of the balance sheet and statement of income and expenditures prepared on paper, may be transferred to and stored on another data carrier, provided that the transfer is made accurately and completely, and that this data remains accessible throughout the entire retention period and can be rendered legible within a reasonable time.

## **Regulations**

### **Article 10**

1. The board is authorized to establish regulations, in which subjects are arranged that, in the opinion of the board, require (further) regulation.
2. The regulations may not contradict the law or these statutes.
3. The board is authorized to amend or terminate the regulations.
4. The provisions of Article 11(1) apply to the adoption, amendment, and termination of the regulations.

## **Amendment of the Statutes**

### **Article 11**

1. The board is authorized to amend these statutes.
2. A resolution to amend the articles of association must be adopted unanimously in a meeting where all board members are present or represented. The provisions of Article 6, paragraphs 3 and 4, apply mutatis mutandis to a resolution to amend the articles of association, provided that in the case of a resolution adopted outside a meeting, this must be evidenced by a document signed by every board member.
3. The amendment must be executed by a notarial deed under penalty of nullity. Each board member is authorized to execute the notarial deed.
4. The board members are obligated to deposit an authentic copy of the amendment and the amended statutes at the Trade Register office.

## **Dissolution and Liquidation**

### **Article 12**

1. The board is authorized to dissolve the foundation.
2. The provisions of Article 11(1) apply to a resolution to dissolve the foundation.
3. If the board resolves to dissolve the foundation, it shall simultaneously determine the allocation of the liquidation balance. In other cases of dissolution, the allocation of the liquidation balance shall be determined by the liquidators. The liquidation balance must be allocated to a public benefit organization with a similar objective.
4. Upon dissolution, the board members shall act as liquidators, unless one or more others are appointed as liquidators in the resolution to dissolve.
5. After the completion of the liquidation, the books and records of the dissolved foundation shall remain in the custody of the person designated by the liquidators for the period prescribed by law.
6. The provisions of Title 1, Book 2 of the Dutch Civil Code apply to the liquidation.

## **Final Provisions**

### **Article 13**

1. In all cases not provided for by the law or these statutes, the board shall decide.
2. In these statutes, "in writing" is understood to mean by letter, fax, or electronic communication, provided the message is legible and reproducible.

3. The first financial year of the foundation ends on the thirty-first of December two thousand twenty-five.

### **Final Declarations**

Finally, the appearing parties declare:

- a. the first board consists of three board members;
- b. for the first term, the following persons are appointed as board members, with the functions indicated after their names:
  1. Mr. Benjamin Morris de Levie, as chairperson;
  2. Mrs. Nazha Rustom, as secretary;
  3. Mr. Simon Albert Jonker, as treasurer.
- c. The first address of the foundation is Kabelhof 100, 3072 WJ Rotterdam. The initial postal address of the foundation is the same as this address.

### **FINAL PART OF THE DEED**

The appearing parties are known to me, the notary.

This deed was executed in Utrecht on the date mentioned at the head of this deed.

Prior to the execution, I, the notary, provided a verbal explanation of the contents of this deed to the appearing parties and pointed out the legal consequences arising from the contents of this deed.

The appearing parties then declared to have taken note of the contents of this deed and to agree with them.

Subsequently, this deed was read aloud in its entirety and immediately signed by the appearing parties and by me, the notary, at 2.30 pm.

Signed by Mr. Johan Christiaan de Jonge, notary in Utrecht, as well as by the three board members, on January 8, 2025.