

CONTINUOUS TEXT OF THE ARTICLES OF ASSOCIATION OF

Stichting Hogeschool der Kunsten Den Haag
(University of the Arts The Hague),
with its registered office in The Hague

as they read after the amendment of the articles of association on 11 July 2022
J.H.M. Grijmans, civil law notary in The Hague



Definitions

The following definitions apply in these Articles of Association:

- *Annual Accounts:*
the balance sheet and statement of income and expenses of the Foundation for a financial year;
- *Articles of Association:*
the Foundation's articles of association, as they read from time to time;
- *Executive Board:*
the executive board of the Foundation;
- *Foundation:*
the legal entity to which the Articles of Association apply;
- *Supervisory Board:*
the supervisory board of the Foundation;
- *WNT:*
the Act of fifteen November two thousand and twelve, containing rules on the standardisation of remuneration of top public officials in the public and semi-public sector;
- *written:*
contained in a letter, telefax or e-mail, or in a message sent by some other regular means of communication and receivable electronically or in writing, provided the identity of the sender can be determined with sufficient certainty.

ARTICLES OF ASSOCIATION.

Name and Registered Office.

Article 1.

1. The name of the Foundation is: **Stichting Hogeschool der Kunsten Den Haag (University of the Arts The Hague).**
2. The Foundation has its registered office in The Hague.

OBJECTS.

Article 2.

The objects for which the Foundation has been formed are:

- a. to offer students higher professional and preparatory professional education at the highest possible level with an international focus in order to prepare them for a career in the field of visual arts, music and dance as creators, performers, teachers, researchers and/or recorders;
- b. to conduct research;
- c. to contribute to students' development;
- d. to contribute to the development and practice of the arts.

MEANS OF ACHIEVING THE OBJECTS

Article 3

The means by which the Foundation will endeavour to achieve the above objects, with due observance of the Dutch Higher Education and Research Act and all decisions and decrees based thereon, shall include:

- a. maintaining an institution for higher arts education to be subdivided into faculties, offering full-time and part-time education programmes, along with a preparatory arts education period and an orientation course;
- b. maintaining an integrated school for primary, general secondary education and pre-university education, combined with preparatory education in music, visual arts and dance;
- c. recruiting teachers and lecturers of the highest standard, in both artistic and pedagogic-didactic terms, both nationally and internationally;
- d. carefully selecting students from within the Netherlands and abroad;
- e. integrating artistic vision and craftsmanship, the theory and practice of art, research and preparation for professional practice in the education;
- f. organising educational and exchange programmes with professionals in the field and with fellow universities both within the Netherlands and abroad;
- g. developing and offering post-initial education and other educational courses which may increase the depth and breadth of students' development;
- h. promoting educational cooperation both within and between the faculties referred to in article 10 of these Articles of Association;
- i. promoting and organising interdisciplinary events;
- j. entering into partnership agreements and other forms of cooperation with academic universities and other universities of applied sciences;
- k. acting as a centre for creative and transformational arts at city, regional and national levels;
- l. engaging in art criticism and organising exhibitions, lectures, concerts and other manifestations;
- m. preserving collections for educational purposes as well as a library;
- n. granting honorary memberships of a faculty or awards to leading international artists;
- o. any other lawful means which may serve to achieve the chosen object.

The Foundation shall apply the Sector Code for Good Governance in Universities of Applied Sciences.

MANAGEMENT AND SUPERVISION.

Article 4.

1. The Foundation shall be managed by an Executive Board under the supervision of a Supervisory Board.
2. The Executive Board shall consist of a single natural person, he or she being the chairperson.
3. The Supervisory Board shall be comprised of such number of members as the board itself may determine, with a minimum of three.
4. Only natural persons can be members of the Executive Board and the Supervisory Board.

APPOINTMENT AND DISMISSAL.

Article 5.

1. The chairperson of the Executive Board shall be appointed by the Supervisory Board and may be suspended or dismissed at any time by the Supervisory Board.
2. The members of the Supervisory Board shall be appointed by the board itself and may be dismissed at any time by the Supervisory Board.

A recommendation or nomination for appointment as a member of the Supervisory Board shall specify the candidate's age, profession and past or present positions insofar as they are relevant for the performance of the duties of a member of the Supervisory Board.

The recommendation or nomination shall also specify the names of any legal entities with

which the candidate is already affiliated as a member of the supervisory board or in some other supervisory capacity; if they include legal entities belonging to one and the same group, the name of the group is sufficient.

A recommendation or nomination for appointment or reappointment shall be supported with reasons.

In the case of reappointment, the manner in which the candidate performed the duties of a member of the Supervisory Board shall be taken into account.

3. In principle, the chairperson of the Executive Board shall be appointed for a period of four years. The length and the scope of the appointment after this period shall be determined by the Supervisory Board.
4. The Supervisory Board shall determine the terms of employment of the chairperson of the Executive Board having regard to the rules on the standardisation of remuneration of top public officials in the public and semi-public sector (*Wet Normering Topinkomens, WNT*).
5. The members of the Supervisory Board shall be appointed for a maximum period of four years and shall resign in accordance with a retirement schedule to be prepared by the board itself. Resigning members of the Supervisory Board may only be reappointed once. In derogation from the provisions of the last two sentences, a resigning member of the Supervisory Board may be reappointed for a second time for a maximum period of one year, provided the relevant resolution is passed by a unanimous vote.
6. Membership of the Supervisory Board shall end:
 - a. on the expiry of the period for which a member was appointed;
 - b. on the death of or the appointment of a receiver for a member or in the case of a legal fact causing a member to lose the power to freely dispose of their property;
 - c. notice of termination by a member;
 - d. notice of termination by the Supervisory Board.
7. The Supervisory Board shall elect a chairperson and one or more deputy chairpersons from among its members.

DUTIES AND POWERS OF THE EXECUTIVE BOARD.

Article 6.

1. The Executive Board shall be charged with the management of the Foundation.
2. The Executive Board shall also have all the duties and powers vested in an executive board of the University of the Arts The Hague pursuant to the Dutch Higher Education and Research Act.
3. Subject to the prior approval of the Supervisory Board, the Executive Board shall be authorised to pass resolutions aimed at concluding agreements whereby registered property is acquired, sold or encumbered or whereby the Foundation commits itself as surety or joint and several co-debtor, warrants performance by a third party or undertakes an obligation in order to provide security for the debt of a third party. The Supervisory Board's approval shall be granted by means of a resolution passed by a majority of at least three-quarters of the votes cast.
4. The Foundation shall be represented by the Executive Board, insofar as not otherwise provided by law.
5. In the absence or inability to act of the chairperson of the Executive Board, the Supervisory Board shall designate one or more persons to perform the management duties on a temporary basis. The designated person(s) may not be a member/members of the

Supervisory Board. The Supervisory Board shall appoint a new Executive Board as soon as possible.

With regard to acts of management performed during this period, the designated person(s) shall be equated with the chairperson of the Executive Board.

In these Articles of Association, 'inability to act' means that (a) the chairperson of the Executive Board is unable to perform his/her duties for a period of at least two weeks due to illness or is prevented by circumstances from being contacted by telephone, electronically or in writing for a period of at least two weeks and/or (b) the chairperson of the Executive Board has been suspended.

6. The chairperson of the Executive Board shall immediately notify the chairperson of the Supervisory Board if he/she has any direct or indirect personal interest that conflicts with the interests of the Foundation and its affiliated organisation and shall provide all relevant information in that regard. The Supervisory Board shall then assign the portfolio to a substitute representative.

If it would consequently be impossible for the Executive Board to make a decision, the decision shall be made by the Supervisory Board.

DUTIES AND POWERS OF THE SUPERVISORY BOARD.

Article 7.

1. The Supervisory Board shall be charged with supervising the policies pursued by the Executive Board and the general course of affairs within the Foundation and Hogeschool der Kunsten Den Haag. The Supervisory Board shall assist the Executive Board by providing advice. The members of the Supervisory Board shall be guided in the performance of their duties by the interests of the Foundation and its affiliated organisation.
2. The Executive Board shall provide the Supervisory Board in timely manner with any information that may be required for the performance of its duties, both on its own initiative and at the request of the Supervisory Board. The Executive Board shall inform the Supervisory Board about important matters for which the Executive Board has made use of its representative authority, both on its own initiative and at the request of the Supervisory Board.

The Supervisory Board shall be authorised to inspect all books, documents and correspondence of the Foundation and to take cognisance of all actions that have been taken.

Every member of the Supervisory Board shall have access to all of the buildings and grounds used by the Foundation.

3. The Supervisory Board shall have the following powers and duties:
 - a. to determine the number of members of the Executive Board;
 - b. to determine the number of members of the Supervisory Board;
 - c. to appoint, suspend and dismiss members of the Executive Board;
 - d. to appoint and dismiss members of the Supervisory Board;
 - e. to decide that a member of the Executive Board will not be appointed for an indefinite period of time;
 - f. to determine the terms of employment of every member of the Executive Board;
 - g. to prepare a retirement schedule for the Supervisory Board;
 - h. to appoint a chairperson of the Executive Board;
 - i. to elect a chairperson and one or more vice-chairpersons from among its members;

- j. to grant or withhold its approval of any of the acts referred to Article 6(3);
 - k. to grant or withhold its approval of the appointment, suspension or dismissal by the Executive Board of the faculty directors of the Royal Academy of Art (KABK) and the Royal Conservatoire (KC), and to grant or withhold its approval of the appointment, suspension or dismissal by the Executive Board of the secretary of the University of the Arts The Hague (HdK) and the controller;
 - l. to set up and dissolve the advisory committees referred to in Article 12 and to describe their duties and regulate their powers;
 - m. to grant or withhold its approval of the byelaws referred to in Article 13 and any amendments therein;
 - n. to perform any further duties and to exercise any further powers set out in the byelaws referred to in Article 13;
 - o. to grant or withhold approval for the budget referred to in Article 15(2) and any variations therein;
 - p. to appoint a chartered accountant ("*registeraccountant*");
 - q. to adopt the annual report and Annual Accounts and to ensure that these Articles of Association are sent to the Minister referred to in Article 15(3);
 - r. to amend the Articles of Association;
 - s. to dissolve the Foundation;
 - t. to liquidate the Foundation after its dissolution or to appoint liquidators;
 - u. to pass the resolutions referred to in Article 19;
 - v. to grant or withhold approval for the University's long-term institutional working plan prepared by the Executive Board;
 - w. to give instructions and issue guidelines to the Executive Board regarding staff policies and staff management;
 - x. to grant or withhold approval for Executive Board proposals relating to terms of employment and for a multi-annual staff plan prepared by the Executive Board.
4. If a member of the Supervisory Board is absent or indisposed, the remaining member(s) shall assume the full duties of the Supervisory Board.

In the absence of all members of the Supervisory Board (or in the event of the complete absence of members), the most recently resigned member – provided he/she is still alive and legally competent – may, at the request of the Executive Board and with due observance of the provisions of the Articles of Association, appoint a new member of the Supervisory Board.

If the member who resigned most recently is deceased or incapacitated, "most recently resigned member" means a member who resigned earlier and who is still alive and legally competent. This new member shall then appoint the other members within three months of his/her appointment in accordance with the other provisions of these Articles of Association.

MEETINGS AND PASSING OF RESOLUTIONS BY THE SUPERVISORY BOARD.

Article 8.

1. The Supervisory Board shall meet whenever the chairman of the Supervisory Board sees fit or at the request of at least two other members of the Supervisory Board, but at least four times a year.
2. Notice of the meeting shall be given in writing, while observing a minimum notice period of

seven days.

Notice of the meeting shall be accompanied by an agenda stating the business to be transacted.

Meetings of the Supervisory Board can be held by telephone or video conferencing, or by any other means of communication, provided every participating member of the Supervisory Board can be heard simultaneously by all the other members.

As a rule, the chairperson of the Executive Board shall attend meetings of the Supervisory Board, where he/she will have an advisory vote.

3. Supervisory Board members may be represented at meetings by another Supervisory Board member holding a proxy to the satisfaction of the chairperson.
4. Resolutions of the Supervisory Board shall be passed by a simple majority of votes, unless these Articles of Association provide otherwise. Blank votes and invalid votes shall be deemed not to have been cast.
5. All votes shall be taken orally, unless one of those present requests a written vote. If the votes tie, a second vote shall be taken. If the votes tie again in that case, the proposal shall be deemed rejected.
6. A member of the Supervisory Board who has any direct or indirect personal or business interest that conflicts with the interests of the Foundation and its affiliated organisation shall immediately inform the chairperson of the Supervisory Board to this effect and provide all relevant information.

The other members of the Supervisory Board shall decide, without the presence of the board member concerned, on the existence or otherwise of an interest that conflicts with the interests of the Foundation and its affiliated organisation.

A Supervisory Board member shall not take part in any deliberations and decision-making concerning a matter in which he/she has any direct or indirect personal or business interest that conflicts with the interests of the Foundation and its affiliated organisation, unless this would make it impossible for the Supervisory Board to make a decision. Any decision made by the Supervisory Board with the participation of such a member must be accompanied by a written statement of the reasons on which it is based.

7. The Supervisory Board may also take decisions without holding a meeting, provided that all members have been given the opportunity to express their opinion in writing. The secretary shall draw up a report on the decision thus taken, attaching the votes received, which, after being co-signed by the chairman, shall be submitted to the meeting.
8. Meetings of the Supervisory Board shall be chaired by the chairperson of the Supervisory Board.

If no chairperson of the Supervisory Board has been appointed or if the chairperson is absent, the meeting itself shall appoint a chairperson.

Until then, the longest-serving member of the Supervisory Board present at the meeting shall be charged with chairing the meeting.

The chairperson of the meeting shall designate one of the members of the Supervisory Board present at the meeting or, if he/she has been admitted to the meeting, a person specially invited for this purpose, to record the minutes of the meeting.

The minutes shall be signed by the chairperson and the minute-taker of the meeting.

The minutes can also be signed electronically, provided the identity of the signatories can be established with sufficient certainty.

9. The ruling of the chairperson of the meeting of the Supervisory Board on the outcome of a vote, and, if the vote was taken on a proposal that was not written, the ruling on the content of any resolution passed, is decisive.

However, if the accuracy of the ruling referred to in the previous sentence is challenged immediately after it is pronounced, a new vote shall be conducted if so requested by a majority of those present and entitled to vote or, if the original vote was not taken by a head count or with ballots, by anyone present and entitled to vote.

The new vote shall cause the legal consequences of the original vote to lapse.

10. All minutes of meetings of the Supervisory Board and all written resolutions shall be entered in a register.
11. If the Foundation wishes to give evidence of any resolution of the Supervisory Board, the signing of the document containing the resolution by a single member of the Supervisory Board shall suffice and the document shall constitute binding proof of the existence of the decision.

MEETINGS AND DECISION-MAKING OF THE EXECUTIVE BOARD AND THE FACULTY DIRECTORS.

Article 9.

1. Meetings of the Executive Board and faculty directors shall be held at venues to be determined by the Executive Board from time to time.
2. As a rule, a meeting shall be held every month.
3. Meetings shall also be held whenever the chairperson sees fit or on a written request by any of the faculty directors to the chairperson, stating precisely the items to be discussed. If the chairperson fails to respond to such a request in such a way that the meeting can be held within three weeks of the request, the person making the request shall be personally authorised to convene a meeting with due observance of the necessary formalities.
4. The chairperson shall send notice of that meeting – subject to the provisions of paragraph 3 – in writing at least seven days in advance, not including the day of the notice convening the meeting and the day of the meeting.
5. The notice shall state the time and location of the meeting and the items to be discussed. Meetings of the Executive Board and the faculty directors may also be held by telephone or video conference, or by any other means of communication, provided that every participating member can be heard simultaneously by all the others.
6. If the rules laid down in these Articles of Association for convening and holding a meeting are not observed, a meeting of the Executive Board and the faculty directors can still pass valid resolutions on all matters raised, provided that all members in office are present at the meeting and the resolutions concerned are passed unanimously.
7. The meetings shall be chaired by the chairperson of the Executive Board; in his/her absence, the meeting shall designate a chairperson.
8. Minutes of the proceedings of the meetings shall be taken by the secretary or by another of the persons present who is requested by the chairperson to do so.
The minutes shall be adopted at the next meeting and signed by the chairperson and secretary of that meeting.
The minutes can also be signed electronically provided the identity of the signatories can be established with sufficient certainty.
9. A meeting of the Executive Board and the faculty directors can only pass valid resolutions if the majority of the members in office and entitled to vote are present or represented at

the meeting.

The Executive Board and the faculty directors may be represented at the meeting by another member on submission of a written proxy satisfactory to the chairperson of the meeting.

The Executive Board and the faculty directors may not act as proxy for more than one other member.

10. The Executive Board and the faculty directors may also pass resolutions outside a meeting, provided all the members have cast their vote in writing.

Resolutions passed outside a meeting require the same majority as those passed at a meeting.

The secretary shall draw up a report on the decision thus taken, attaching the votes received, which, after being co-signed by the chairman, shall be added to the minutes.

11. The Executive Board and the faculty directors each have the right to cast one vote. Unless the Articles of Association prescribe a larger majority, all resolutions of the Executive Board and the faculty directors must be passed by an absolute majority of the valid votes cast.

If the vote is tied, there will be no decision.

One or more members shall be entitled to ask the Supervisory Board, within ten days of the meeting at which the vote was tied, to make a decision on the relevant proposal.

The decision of the Supervisory Board shall then be deemed to be a decision of the Executive Board and the faculty directors.

12. All votes at meetings shall be taken orally, unless the chairperson considers a written vote desirable or any of those entitled to vote so requests before the vote.

Written votes shall be cast with unsigned, sealed ballots.

13. Blank votes shall be regarded as not having been cast.
14. Any dispute concerning votes that is not provided for in these Articles of Association shall be decided by the chairperson of the Executive Board.

FACULTIES AND THE UNIVERSITY MANAGEMENT TEAM

Article 10.

1. The University of the Arts (HdK) shall have two faculties, i.e. an arts and design faculty called Koninklijke Academie van Beeldende Kunsten (the Royal Academy of Art) and a music and dance faculty called Koninklijk Conservatorium (the Royal Conservatoire), as well as two interfaculties, i.e. the ArtScience interfaculty and the School for Young Talent interfaculty.
2. A faculty shall be managed by one director and possibly one or more deputy-directors; an interfaculty shall have either a director or a head.
3. The University shall also have a secretary and heads of the central staff departments (including the board secretariat, personnel & organisation, finance, ICT and internationalisation), who are appointed and can be suspended and dismissed by the chairperson of the Executive Board, in the case of the secretary and controller/head of Finance & Control subject to the prior approval of the Supervisory Board.
4. The chairperson of the Executive Board, the faculty directors and the heads of the central staff departments together form the Management Team of the University of the Arts (HdK) (the "University Management Team"). The chairperson of the Executive Board is also the chairperson of the University Management Team.

5. The duties and powers, the procedure for holding meetings and passing resolutions, as well as the way in which the University Management Team is accountable to the Supervisory Board will be laid down in rules as referred to in Article 13.

FACULTY MANagements KABK AND KC.

Article 11.

1. The faculty directors of the Royal Academy of Art (KABK) and the Royal Conservatoire (KC) as referred to in Article 10(2) shall be appointed and can be suspended and dismissed by the Executive Board, subject to the prior approval of the Supervisory Board.
2. The University Management Team's duties and powers, its procedure for holding meetings and passing resolutions, as well as the manner in which it is accountable to the Supervisory Board will be laid down in rules as referred to in Article 13.

COMMITTEES.

Article 12.

1. The Supervisory Board may establish advisory committees to be charged with preparing specific parts of the tasks of the Supervisory Board; an advisory committee established by the Supervisory Board may be abolished again.
2. The Supervisory Board shall describe the duties of an advisory committee and regulate its powers.
3. The Executive Board is also be authorised to establish and abolish committees.

RULES.

Article 13.

1. The Executive Board is authorised, with prior written approval from the Supervisory Board, to adopt one or more rules governing subjects that are not covered in the Articles of Association.
2. The rules may not conflict with the law or the Articles of Association.
3. The Executive Board is authorised, with prior written approval from the Supervisory Board, to amend or abolish the rules at any time.
4. The provisions of paragraph 1 of this article apply mutatis mutandis to the amendment or abolition of the rules.

FINANCIAL RESOURCES.

Article 14.

The financial resources of the Foundation shall be comprised of:

- a. government contributions and subsidies;
- b. other income.

BUDGET AND RENDERING OF ACCOUNT

Article 15.

1. The financial year of the Foundation shall coincide with the calendar year.
2. The framework letter and budget of the Foundation shall be prepared by the Executive Board every year and shall be submitted to the Supervisory Board for approval. The budget shall comprise several parts, viz. faculty budgets and a budget for central, collective facilities. The faculty budgets shall be prepared on the basis of a division of the national government contribution between the two faculties.
3. The annual report, which shall include the Annual Accounts, shall be prepared by the Executive Board. The Executive Board shall submit these documents, together with the

certificate issued by the chartered accountant, to the Supervisory Board, which shall adopt them and shall ensure that they are sent to the Minister whose portfolio includes higher arts education.

PARTICIPATION.

Article 16.

1. The Executive Board shall set up a central participation council and shall adopt participation byelaws in accordance with the relevant statutory provisions.
2. A faculty participation council may be set up for every faculty, the powers of which will be regulated in the participation byelaws.

AMENDMENT OF THE ARTICLES OF ASSOCIATION

Article 17.

1. The Supervisory Board shall be authorised to amend the Articles of Association. Without prejudice to the provisions of Article 8(7), a resolution to that effect must be passed by a majority of at least two-thirds of the votes cast at a meeting of the Supervisory Board at which at least three-quarters of the members eligible to vote are present or represented.
2. If at least three-quarters of the members of the Supervisory Board eligible to vote are not present or represented at a meeting at which a proposal as referred to in paragraph 1 of this article is raised, a second meeting of the Supervisory Board shall be convened, to be held no sooner than seven days but no later than twenty-one days after the first meeting, at which a motion on the proposal can be passed by a majority of at least two-thirds of the votes cast, provided at least a majority of the members of the Supervisory Board in office and eligible to vote are present or represented.
3. The Executive Board is authorised to execute the notarial deed of amendment of the Articles of Association.

DISSOLUTION AND LIQUIDATION.

Article 18.

1. The Foundation can be dissolved by the Supervisory Board only. Article 17 of these Articles of Association applies mutatis mutandis to a resolution passed to that effect.
2. The Foundation shall continue in existence after its dissolution to the extent necessary to liquidate its assets and liabilities.
3. The Foundation shall be liquidated by the Supervisory Board or by such persons as may have been appointed for that purpose in the resolution of the Supervisory Board dissolving the Foundation.
4. During the liquidation the provisions of these Articles of Association shall continue to apply wherever possible.
5. Any positive balance remaining on the dissolution of the Foundation shall be deployed on behalf of a public benefit organisation whose object is similar to that of the Foundation.

FINAL PROVISION.

Article 19.

In all cases not provided for by the law, these Articles of Association or the byelaws, the Supervisory Board shall decide.