

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
Chamber of Commerce number 41156013

as they read after the amendment of the articles of association on 7 October 2021

J.H.M. Grijmans, civil law notary in The Hague



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). The registered office of the foundation is situated in The Hague.
2. The foundation has been formed for an indefinite period of time.

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 try and 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 music and dance education;
- c. recruiting teachers and lecturers at the highest level, both nationally and internationally;
- d. carefully selecting students from within the Netherlands and abroad;
- e. integrating the artistic vision and craft of the theory and practice of art and the philosophy of culture into education;
- f. creating room for reflection and research;
- g. organising educational and exchange programmes with professionals in the field and with fellow universities both within the Netherlands and abroad;

- h. developing and offering post-initial education and other educational courses which may increase the depth and breadth of students' development;
- i. promoting educational cooperation both within and between the faculties referred to in article 10 of these articles of association;
- j. promoting and organising interdisciplinary events;
- k. entering into partnership agreements with universities and other forms of partnerships with universities and universities of applied science;
- l. acting as a centre for creative and transformational arts at city, regional and national levels;
- m. engaging in art criticism and organising exhibitions, lectures, concerts and other manifestations;
- n. preserving collections for educational purposes as well as a library;
- o. organising competitions;
- p. awarding honorary memberships of a faculty to leading international artists;
- q. any other lawful means which may serve to achieve the chosen object.

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 number to be determined by the supervisory board, from at least one member to a maximum of three. The number of members of the executive board is determined by the supervisory board.
3. The supervisory board shall be comprised of such a 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 members 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.
3. The members of the executive board shall be appointed for an indefinite period of time, unless the supervisory board decides otherwise.
4. The supervisory board shall determine the terms of employment of every member of

the executive board.

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 be reappointed only 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, provide the resolution appointing that member 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 his power to freely dispose of his property;
 - c. notice of termination by a member;
 - d. notice of termination by the supervisory board.
7. The supervisory board shall appoint a chairman and a deputy chairman of the executive board.
8. The supervisory board shall elect a chairman and one or more vice-chairmen from its number.

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 duties and powers which an executive board of the Hogeschool der Kunsten Den Haag has according 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 charged 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 shall grant its approval by means of a resolution passed by a majority of at least three quarters of the number of votes cast.
4. The foundation shall be represented at law and otherwise by the executive board. In addition, if the executive board consists of one person, the foundation shall be represented by that one member and in represented by that one member and in cases where the executive board consists of several two members acting jointly.

5. In the absence or inability to act of one or more members of the executive board, the remaining members, or the remaining member, will take on the entire management. An executive board that is not full of members shall continue to have full authority. In the event of the absence or inability to act of the only or all members of the executive board, the supervisory board shall appoint one or more persons to temporarily take over the management tasks. That person may not be a member of the supervisory board. The supervisory board must appoint a new executive board as soon as possible.

For the acts of management performed during this period, the designated person(s) will be equated with a member of the management board.

In these articles of association 'absence' means that (a) the member of the executive board is unable to perform his/her duties for a period of at least two weeks due to illness or that due to circumstances the member of the executive board is unavailable for a period of at least two weeks by telephone, electronically and in writing is unavailable for contact with the executive board and/or (b) the member of the executive board is suspended.

6. An executive board member does not take part in the deliberations and decision-making process if he or she has a direct or indirect personal interest that conflict with the interests of the foundation and its affiliated organisation. When all members of the executive board have a conflict of interest, the decision is taken 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.
2. The executive board shall timely provide the supervisory board with any information that may be required for the performance of its duties, both at 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 at its own initiative and at the request of the supervisory board.
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 the chairman and deputy chairman of the executive board ;
 - i. to elect a chairman and one or more vice-chairmen from its number;
 - j. to grant or withhold its approval for any of the acts referred to in article 6(3);
 - k. to appoint the principals of the faculties from the members of the executive board;
 - 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 approval for 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 the annual accounts and to ensure that the present 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 working plan prepared by the executive board;
 - w. to give instructions and issue guidelines to the executive board regarding staff policies and staff management; 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. In the event that a member of the supervisory board is absent or indisposed, the remaining members, or the members or the remaining member 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 of the supervisory board 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.

The most recently resigned member refers to the person who was the last member to resign, but is still alive and capable of giving informed consent. If the last resigning member is incapacitated, then an earlier resigning member who is still incapacitated is appointed, is meant.

This new member then appoints the other members of the supervisory board 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 three 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.
The notice of the meeting shall be accompanied by an agenda stating the business to be transacted.
3. The members of the supervisory board may be represented at the meetings by another member of the supervisory board holding a proxy which is to the satisfaction of the chairman.
4. Resolutions of the supervisory board shall be passed by a simple majority of votes, unless the present 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 shall not take part in any deliberations and decision-making if he/she has any direct or indirect personal interest which conflicts with the interest of the foundation and the organisation affiliated to it. If all members of the supervisory board have a conflicting interest, the decision shall be taken in writing, with reasons and by unanimous vote, motivated and taken unanimously by the supervisory board.
7. The supervisory board may also take decisions without holding a meeting,

provided that all members have been given the opportunity to do so in writing, i.e. by letter, fax, e-mail or by means of another common form of communication and can be received in to express their opinion. The secretary shall draw up a report on the decision thus taken, attaching the replies received, which, after being co-signed by the chairman, shall be submitted to the meeting.

ALLOCATION OF DUTIES, MEETINGS AND PASSING OF RESOLUTIONS OF THE EXECUTIVE BOARD.

Article 9.

The executive board shall record the allocation of its duties and the manner of holding meetings and passing resolutions in byelaws.

The byelaws shall include rules for the suspension and annulment of executive board resolutions by the supervisory board.

FACULTIES.

Article 10.

1. The university 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 principal and possibly one or more deputy-principals; an interfaculty shall have either a principal or a head.

FACULTY PRINCIPALS

Article 11.

1. The faculty principals shall be appointed by the supervisory board from the members of the executive board.
2. A dismissal of an executive board member who has also been appointed faculty principal also implies his dismissal from his position as principal.

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 shall also be authorised to establish and abolish committees.

BYELAWS.

Article 13.

1. The foundation shall have byelaws which may not be in breach of the law or the provisions of the present articles of an association.
2. These byelaws shall include further rules on subjects including:
 - a. the powers and duties of the executive board;
 - b. the powers and duties of the supervisory board;
 - c. the powers and duties of the faculty principals;
 - d. the powers and duties of the advisory committees;
 - e. any matters to be arranged in such byelaws under the present articles of association.
3. The byelaws shall be adopted and may be amended by the executive board with the approval of the supervisory board. Article 18 shall apply accordingly to the resolution concerned.

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 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. These annual accounts shall be audited by a chartered accountant appointed by the supervisory 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 agreement with the relevant statutory provisions.
2. A faculty participation council may be set up for every faculty, the powers of which shall be regulated in the participation byelaws.

AMENDMENT OF THE ARTICLES OF ASSOCIATION

Article 17.

The present articles of association can be amended by the supervisory board only by a majority of at least two thirds of the number of votes validly cast at a meeting convened for that purpose at which at least three quarters of the number of members of the supervisory board is present or represented.

DISSOLUTION AND LIQUIDATION.

Article 18.

1. The foundation can be dissolved by the supervisory board only. Article 17 of these articles of association shall apply accordingly to the resolution to be passed to that effect.
2. The foundation shall continue in existence after its dissolution to the extent that this should be necessary in order 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. The supervisory board shall decide on the application of any positive balance, on the understanding that any positive balance of the dissolved foundation shall be applied in conformity with the objects for which it was formed.

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.

END OF THE ARTICLES OF ASSOCIATION.