

NMA/VVB/2024.3248.01  
version dated: 18 February 2025

*Office translation of a deed of amendment. In this translation an attempt has been made to be as literal as possible without jeopardizing the overall continuity. Inevitably, differences may occur in translation, and if so, the Dutch version, which will be executed and deposited at the Trade Register, will prevail. Both in this translation and in the Dutch version the definitions in article 1 are listed in alphabetical order. This means that the order of the definitions in this translation differs from the order in the Dutch version.*

**UNOFFICIAL TRANSLATION**  
**AMENDMENT TO THE ARTICLES OF ASSOCIATION**

European Journalism Training Association (*Europese Vereniging Van Journalistieke Opleidingen*)(EJTA)

Today, the seventeenth day of November two thousand twenty-five, there appeared before me, Ingeborg Marguérithé Duyverman, LLM, civil-law notary practising in Utrecht:

Verouz van Bohemen, born in Leiderdorp on the sixth of November nineteen hundred and ninety-nine, with office address at Jutfaseweg 1, 3522 HA Utrecht, acting in this matter in the capacity set out below.

The person appearing declared:

- that the general meeting of the **European Journalism Training Association (*Europese Vereniging van Journalistieke Opleidingen*)(EJTA)**, an association with full legal capacity with its registered office in Maastricht and its address at Heidelberglaan 15, 3584 CS Utrecht, the Netherlands, listed in the Commercial Register under number 40482089, has resolved to amend its articles of association as follows;
  - that the general meeting has also resolved to appoint the person appearing to execute this deed;
  - that the aforementioned resolutions of the general meeting are evident
- ./.

The person appearing also declared, in implementation of the aforementioned resolution, that it is desired to amend the association's articles of association in their entirety, so that they will read as follows:

**ARTICLES OF ASSOCIATION**

**NAME. REGISTERED OFFICE**

**Article 1.**

1. The name of the association is: **European Journalism Training Association (EJTA)**.
2. The association's registered office is in Utrecht.

**OBJECTS**

**Article 2.**

1. The association's objects are to enable journalism training institutions, including journalism departments at universities, universities of applied sciences and professional lifelong learning centres, to collaborate on a regular basis to improve common quality standards and at the same time promote European awareness of journalism training.
2. The association aims to achieve its objects by promoting and organizing:
  1. meetings to exchange ideas and encourage dialogue among European journalism teaching staff;
  2. research at a European level into important issues that may impact journalism and journalism training;
  3. student and teaching staff mobility;
  4. platforms for joint journalistic productions;
  5. activities that enable students, teaching staff and professional journalists to develop a vision on the function of journalism within the European context.and also by applying all other lawful means deemed useful or necessary for achieving the objects set.

**ASSOCIATION YEAR**

**Article 3.**

The association year coincides with the calendar year.

**MEMBERSHIP**

**Article 4.**

1. The association has the following members:
  - a. institutions for higher education, hereinafter referred to as: **Higher Education Members;**
  - b. lifelong learning centres, hereinafter referred to as: **Lifelong Learning Members;**
  - c. associate members, hereinafter referred to as: **Associate Members.**Only Higher Education Members and Lifelong Learning Members are members within the meaning of the law.  
Where in these articles of association reference is made to the membership or members, this includes all membership or member categories, unless the contrary is shown.

2. The general meeting decides on the admission of a member in a resolution that requires a majority of at least three quarters of the votes validly cast.
3. The management board must keep a register, containing the names and addresses of all the members. The members are obliged to inform the management board without delay of their address and any changes thereto.
4. Membership of Higher Education Members is subject to the following requirements:
  - a) the member is located in Europe;
  - b) the member endorses the Tartu declaration and has the intention to implement it;
  - c) the member has a positive accreditation, provided that a mandatory national or international accreditation scheme applies to the relevant member; and
  - d) the member has an active curriculum for professional journalism training and at least one full training period has been completed.
5. Membership of Lifelong Learning Members is subject to the following requirements:
  - a) the member is located in Europe;
  - b) the member endorses the Tartu declaration and has the intention to implement it;
  - c) the member is recognized by relevant professional journalism institutions; and
  - d) the member has a set and varied training programme and for at least one year a full training cycle has been completed.
6. A member must be and remain independent from any political party or group practising social, political, ideological, religious or racial discrimination. The member must accept students without discrimination on social, political, ideological, religious or racial grounds and without conditions or obligations as to future positions and employers.
7. Institutions for journalism training outside Europe may apply for associate membership.
8. Every member must give a power of attorney to a representative who will be authorized, among other things, to participate in the general membership meeting and cast a vote on behalf of the relevant member. At the request of the association the representative must show written proof of such authorization.

A member may at its own discretion register a substitute representative who will have the same rights and responsibilities as the representative in the event that

the representative is unable for whatever reason to exercise or comply with such rights and responsibilities.

#### **MEMBERSHIP FEE**

##### **Article 5.**

1. Every member must pay an annual membership fee as determined from time to time by the general meeting. The membership fee may be indexed each year.
2. In special cases the management board will be authorized to grant a full or partial exemption from the obligation to pay a membership fee.

#### **END OF MEMBERSHIP. SUSPENSION**

##### **Article 6.**

1. The membership will end:
  - a. by the member giving notice of termination;
  - b. by the association giving notice of termination;
  - c. on disqualification.
2. Members may only terminate their membership in writing taking effect from the end of the association year and with due observance of a notice period of four weeks. Termination in breach of the provisions of the preceding sentence causes the membership to end at the earliest permitted moment following the date of notice of termination.
3. Termination of the membership by the association will be effected by the management board. It can do so when a member has ceased to fulfil the requirements for membership, if the member does not fulfil its obligations towards the association, and also if the association cannot reasonably be required to allow the membership to continue. Termination as referred to in this paragraph will take effect immediately.
4. Members may be disqualified by the general meeting. Members may only be disqualified if they have acted in breach of the association's articles of association, standing orders or resolutions, or prejudice the association in an unreasonable manner. Disqualification causes the membership to end with immediate effect.
5. If the membership ends in the course of an association year, the annual membership fee will nevertheless remain payable in full.
6. The management board may resolve to suspend a member. A suspension that is not followed within three months by a resolution to terminate the membership will end by the expiry of that period.

#### **MANAGEMENT BOARD**

##### **Article 7.**

1. The management board must consist of at least five (5) board members:

- i. one board member holding the title of president, hereinafter referred to as:  
**the President;**
- ii. one board member holding the title of vice president; and
- iii. three ordinary board members.

Only natural persons may be appointed as board member. They are appointed by the general meeting.

2. Board members are appointed for a maximum term of two (2) years, with the proviso that as long as the vacancy for the retiring board member has not been filled and the board member consents to the continuation of his or her management board membership, the board member will remain in office temporarily until a successor has been appointed.

Board members will be eligible for reappointment twice for a period of two (2) years.

3. A board members will retire:
  - a. on his or her resignation in writing;
  - b. if he or she loses the right to dispose of his or her property;
  - c. on expiry of his or her term of appointment.
4. Any board member, even one appointed for a fixed period, may be removed or suspended by the general meeting at any time. A suspension that is not followed within three months by a resolution to remove that board member will end by the expiry of that period.
5. In the event of the absence or inability to act of a board member, the remaining board members will be charged with the management, while in the event of the absence or inability to act of all board members a person appointed for that purpose by the general meeting will be charged temporarily with the management. As regards acts of management this appointed person will be considered equivalent to a board member.
6. If a vacancy arises, this will be deemed to be an absence.

A board member is deemed unable to act if he or she has been unable to fulfil his or her management role for a period of at least ten (10) consecutive working days, other than by way of a period of leave, or if it can be reasonably anticipated that the board member cannot or may not fulfil his or her management role during this period, other than by way of a period of leave. The general meeting may resolve that a board member is unable to act at an earlier point in time if a compelling reason on the part of the association gives the general meeting reason to do so.

## **ADOPTING RESOLUTIONS**

### **Article 8.**

1. The management board will meet in any case three (3) times a year or as often as the President or the majority of the other board members desire.
2. Resolutions can only be adopted at meetings if at least half of the board members are present or represented. A board member may be represented at a meeting by a fellow board member by written proxy.  
The management board may also adopt resolutions, in writing, without holding a meeting, provided that all board members have expressed their views on the motion concerned in writing, including by electronic data carrier.
3. All management board resolutions must be adopted by an absolute majority of votes. If the votes are tied the President will decide, with the proviso that the President may never cast more votes than the other board members together.
4. A board member may not take part in deliberations and the adoption of resolutions if he or she has a direct or indirect personal interest in them that conflicts with the interests of the association and its business or organization. If there is a conflict of interest as referred to above involving all the board members, the resolution must be adopted by the general meeting.

#### **DUTIES. POWERS**

##### **Article 9.**

1. The management board is charged with managing the association. In performing their duties, the board members must be guided by the interests of the association and its organization.
2. Testamentary dispositions may only be accepted under the benefit of inventory.
3. Provided with the general meeting's approval, the management board will be authorized to resolve to conclude agreements to acquire, dispose of and encumber property subject to registration and to conclude agreements in which the association binds itself as surety or joint and several debtor, warrants performance by or provides security for the debt of a third party.
4. Each year, before a date to be determined by the general meeting, the management board will draw up a plan of activities and associated budget, and will submit these documents to the general meeting for approval.

#### **DIRECTOR**

##### **Article 10.**

1. The association may appoint a director (*directeur*).
2. The management board will lay down the duties and powers of the director in separate standing orders.
3. The director is appointed and removed by the management board.
4. The director has power of attorney to represent the association.

#### **REPRESENTATION**

**Article 11.**

1. The association is represented by the management board. The association may also be represented by two board members acting jointly.
2. The management board may resolve to grant power of attorney to one or more board members, as well as to third parties, to represent the association within the limits of this power of attorney. The management board may furthermore resolve to confer a title on those with power of attorney. In accordance with the provisions of Article 10(4), the director also has power of attorney to represent the association.
3. The management board must report to the Commercial Register of the Chamber of Commerce that continuing authority to represent the association has been granted.

**GENERAL MEETING**

**Article 12.**

1. Each year a general meeting (the annual meeting) will be held.
2. Other general meetings are held as often as the management board deems this desirable.
3. The management board will also be obliged to convene a general meeting within no more than four weeks of a written request having been made to this effect by at least such a number of members as is authorized to cast one tenth of the votes.

If the request is not acceded to within fourteen days, those requesting the meeting may convene it themselves in accordance with Article 13.

**MANNER OF CONVENING A MEETING. ADOPTING RESOLUTIONS ELECTRONICALLY**

**Article 13.**

1. The general meetings must be convened by the management board. Meetings are convened by sending notices to the members' addresses as contained in the membership register. Meetings must be convened at least thirty (30) days in advance, not counting the day of the notice and the day of the meeting itself. Provided the member agrees to this, the notice convening a meeting sent to every member may also be sent by an electronic, legible and reproducible message to the address given by the member to the association for this purpose.
2. The notices convening a meeting will include the items to be discussed at the meeting. If the management board has resolved to attach conditions to the use of the electronic means that may be used to take part in the general meeting, these conditions will be made known in the notice convening the meeting.

3. General meetings will be open to all the members who have not been suspended and to board members of the association.  
The general meeting will decide on the admission of persons other than those referred to above.
4. The management board may resolve that a member is entitled to take part in and address the general meeting by electronic means, either in person or represented by a person holding a written proxy. The use of the electronic communication will be at the risk of the person with voting rights.
5. The management board may resolve, in exceptional situations and at the management board's discretion, that a member is entitled to exercise his or her voting rights at the general meeting by electronic means as referred to in paragraph 4 of this article.  
The use of the electronic communication will be at the risk of the person with voting rights.  
Application of this paragraph requires that a person with voting rights can be identified, take direct note of the subjects being discussed at the meeting and exercise his right to vote by means of the electronic communication. The management board may attach conditions to the use of the electronic communication. If the management board resolves to attach conditions, these conditions will be made known in the notice convening the meeting.
6. The management board may resolve that the representatives of the members, or their proxy holders, must sign an attendance list prior to being admitted to the general meeting, stating their name. In the case of a proxy holder, the name of the person he or she represents must also be stated.

#### **VOTING RIGHTS. ADOPTING RESOLUTIONS**

##### **Article 14.**

1. In meetings all non-suspended Higher Education Members and Lifelong Learning Members have voting rights. Each of these members may cast one vote. The board members as such have an advisory role at the general meeting.  
Each member is authorized to appoint another member in writing as his or her proxy to vote on his or her behalf. The requirement of a written proxy will be satisfied if the proxy has been recorded electronically.
2. Unless provided otherwise in these articles, resolutions will be adopted by an absolute majority of the votes validly cast.  
Blank votes will be considered as not having been cast.
3. If the votes are tied, the motion will be rejected.

#### **CHAIRMANSHIP. MINUTES**

##### **Article 15.**



1. General meetings are chaired by the President. If the chair is absent, one of the other board members to be appointed by the management board will act as chair. If it is also not possible to appoint a chair in this manner, the meeting will appoint its own chair.
2. Minutes must be kept of the proceedings of each meeting and must be adopted by the general meeting. The members will be informed of the contents of the minutes.

### **COMMITTEES**

#### **Article 16.**

1. The management board may set up and disband one or more committees.
2. The management board will determine the duties and powers of the committees.
3. The members of the committees are appointed and removed by the management board, whether or not from among their midst.

### **STANDING ORDERS (HUISHOUDELIJK REGLEMENT)**

#### **Article 17.**

1. Any matters for which further rules are required can be regulated by standing orders. Standing orders may not contain provisions that are in conflict with the law or the articles of association.
2. The standing orders must be adopted and amended by the general meeting. The provisions in the following two articles concerning amendments to the articles of association apply equally to adopting and amending standing orders.

### **AMENDMENT TO THE ARTICLES OF ASSOCIATION. MERGER. DEMERGER**

#### **Article 18.**

1. No amendments may be made to the association's articles of association other than pursuant to a resolution of the general meeting convened by a notice specifying that an amendment to the articles of association will be proposed at this meeting.
2. A copy of the motion in which the proposed amendment is included verbatim must be made available for inspection by the members at a suitable place at least thirty (30) days before the general meeting until the end of the day on which the meeting is held.
3. A resolution to amend the articles of association may only be adopted by a majority of at least two thirds of the votes validly cast.
4. The provisions of this article apply equally to a resolution for a merger or demerger.

5. The amendment to the articles of association will not take effect until it has been set out in a notarial deed. Each board member is individually authorized to have such a notarial deed executed.

#### **LIQUIDATION**

##### **Article 19.**

1. The association may be dissolved pursuant to a resolution of the general meeting. The provisions of Article 18 apply by analogy.
2. The association will continue to exist after its dissolution to the extent necessary for the liquidation of its assets.  
In documents and announcements issued by the association, the words 'in liquidation' must be added to its name. The liquidation is completed when the liquidators are satisfied that all the assets are accounted for.
3. The association's assets will be liquidated by the management board. The provisions concerning the appointment, suspension, removal and the supervision of board members will remain applicable to them. The other provisions contained in the articles of association will also remain in force as far as possible during the liquidation.
4. The credit balance after liquidation will be used for purposes most in keeping with the objects of this association, as determined by the general meeting.
5. After the liquidation the books and records of the dissolved association will remain for a period of seven years in the custody of the person appointed for this purpose by the general meeting.

#### **FINAL STIPULATION**

##### **Article 20.**

All powers in the association that are not vested in other bodies by law or under the articles of association are vested in the general meeting.

#### **FINAL CLAUSES**

This deed was executed in Utrecht on the date stated at the beginning of this deed. The person appearing has sufficiently proved her identity to me, the civil-law notary. The substance of the deed was communicated and explained to the person appearing. The person appearing stated that she did not require this deed to be read out in full, that she had received the draft of this deed in good time before the deed was executed and that she had read and understood its contents and agreed to them.

Immediately after a limited reading this deed was signed, first by the person appearing and subsequently by me, the civil-law notary.

