

**Document Translated From Dutch
International Deep Drawing Research Group**

Today,
Appeared before me,
Mr Rudolf Jan Cornelis van Helden, notary at Amsterdam:

NAME, SEAT AND OBJECT

Clause 1

1. The name of the society is: **International Deep Drawing Research Group**
The name shall be abbreviated as: **IDDRG**
2. It is established in: Velsen-Noord, Wenckebachstraat 1 (1951 JZ)

Clause 2

1. The objects of the society are: to promote discussion and research on an international basis of the technology of sheet metal forming and related subjects as well as to initiate cooperative projects.

The society will try to obtain the object, by all lawful means. The association achieves this object through annual meetings between its members to present research and development findings on all aspects of sheet metal forming and certain related subjects, through a website and through publications

CORPARATE BODIES

Clause 3

The society has the following corporate bodies:

1. The General Council
2. The Executive Committee

MEMBERS

Clause 4

An IDDRG member shall be a national research group or a common research group from a group of countries.
Members can not act in the name of IDDRG, but are allowed to refer to their membership and use the IDDRG logo.

Clause 5

1. The Executive Committee maintains a register of all the members

ADMISSION

Clause 6

1. An application to become a member shall be done in writing to the Secretary General of the Executive Committee.
2. Applications for IDDRG membership shall be considered by the Executive Committee.
3. Rejection of an application shall be sent by the Executive Committee by e-mail. An applicant may appeal the rejection within one month after the forwarding date. The appeal will be handled by the General Council, at the first upcoming meeting.

TERMINATION

Clause 7

1. Membership shall terminate:
 - (a) by a members' resignation;
 - (b) by termination for and on behalf of the society. This can be done if the member no longer meets the requirements for membership as provided for in these articles of association of the society, or in the event of circumstances in which the society cannot reasonably be required to allow the membership to continue; this will include the case if a member group is no longer active in the field of the IDDRG as defined in clause 2.
 - (c) by dismissal, which shall only be possible if a member acts in violation of these articles of association of the society, or any regulation or resolution of the society, or unreasonably prejudices the interests of the society. This includes the non payment of dues in 3 consecutive years.
2. Notice of termination on behalf of the society, as well as expulsion, shall be given by the Executive Committee.
3. Termination of the membership by a member or on behalf of the society, or expulsion, shall be done in writing upon the expiration of a society year, subject to four weeks notice. However, a membership can be terminated immediately if the society of the member cannot reasonably be required to allow the membership to continue.
4. A notice of termination in breach of what is provided in the previous paragraph, shall be effective on the earliest permitted time following the termination.

FINANCIAL CONTRIBUTIONS

Clause 8

1. The members are required to pay an annual membership fee to be determined by the Executive Committee. The Executive Committee may determine different contributions for different categories of members. In addition to that the member organising the annual conference will transfer a portion of the conference fee to the IDDRG. The amount of this portion will be decided by the Executive Committee when the host member is assigned a conference.

EXECUTIVE COMMITTEE

Clause 9

1. The Executive Committee will consist of a minimum of five (5) persons, representing main global geographic areas.

2. The members shall determine the number of Executive Committee members.
3. The members shall appoint the Executive Committee members
4. The members shall elect the Executive Committee members on nomination of the Executive Committee.
5. Each member of the Executive Committee can be removed from the Executive Committee at any time by a resolution adopted by the remaining members of the Executive Committee collectively.
6. Each member of the Executive Committee resigns no later than at the third annual meeting after his appointment, according to a resignation schedule prepared by the Executive Committee. He shall be eligible for re-appointment immediately. A member of the Executive Committee who fills an interim vacancy takes the position of the person he replaces in the resignation schedule.
7. Furthermore, a membership of the Executive Committee terminates if the person is no longer active in the field defined in clause 1.

Clause 10

1. The Executive Committee shall have a President and at least two Vice-Presidents
2. There shall be a meeting as many times as the President or two members of the Executive Committee deem necessary.
3. The Secretary General takes minutes of the proceedings of each meeting, containing at least a list of resolutions. The minutes will be approved by the Executive Committee and signed by the President..
4. The Executive Committee shall have a Treasurer responsible for the finance of the IDDRG.

Clause 11

1. Unless otherwise provided in the articles, the society is represented by the Executive Committee.
2. Also if the Executive Committee has less than five members, the Executive Committee remains the representative of the society. However, the Executive Committee is then obliged to nominate candidates to the General Council in order to approve a new member.
3. The Executive Committee is authorised to delegate, under its responsibility, certain power to committees appointed by the Executive Committee.
4. The Executive Committee shall have the authority to enter into agreements to purchase, dispose of or encumber registered property or to enter into agreements by which the society commits itself as surety or solitary (joint and several) obligor, warrants performance by a third party or undertakes to provide security for an obligation of a third party.

REPRESENTATION

Clause 12

1. The society is represented both judicially and extra judicially by the Executive Committee or by two Executive Committee members, appointed by the Executive Committee.
2. The Executive Committee is authorised to appoint attorneys, and determine their

- authorisations, title and their employment conditions.
3. The Executive Committee is entitled to withdraw the appointment referred to in paragraph (2) at any time.

ANNUAL REPORT – ACCOUNTS

Clause 13

1. The financial year of the society shall run from 1st of January to 1st of January of the following year.
2. The Executive Committee shall be required to ensure that such records of the financial situation of the society shall be kept as will at all times show its assets and liabilities. This is the task of the Treasurer.
3. At a General Council within six months from the end of the previous financial year, save for the extension of this term by the General Council, the Executive Committee shall render account of its financial management in the past financial year and submit a balance sheet and a statement of income and expenditure.
4. Unless the annual reports are reviewed by an expert as referred to in Clause 393(1) book 2 DCC (registered accountant or the accountant administrative consultant), the General Council shall annually appoint a committee of at least two representatives of members who may not form part of the Executive Committee. The committee shall examine the accounts of the Executive Committee and shall report of its findings to the General Council.
5. If the examination of the accounts requires specific knowledge of accounting, the committee will be assisted by an expert. The Executive Committee must provide the committee for its examination with all information requested by it and show it, if so desired the cash and valuables and allow it to inspect the books and records of the society.
6. Approval of the annual accounts shall serve to discharge the members of the Executive Committee for liability for their management.
7. The Executive Committee is required to retain the documents referred to in paragraph 2 and 3 above for a period of seven years.

GENERAL COUNCIL

Clause 14

1. All powers of the society not conferred to the Executive Committee, shall vest in the General Council.
2. Once a year, no more than six months from the end of the previous financial year, save for the extension of this term by the General Council, an annual meeting shall be held. The business to be dealt with at that annual meeting include:
 - (a) approval of the annual report as presented by the Executive Committee;
 - (b) discharge of the Executive Committee for its management during the previous year;
 - (c) the annual report and the accounts as referred to in the clause relating to the annual accounts together with the explanatory notes and the report of the expert or the committee referred to in that clause;
 - (d) if no expert as aforementioned is appointed, the appointment of the committee referred to under (c) for the upcoming financial year;

- (e) arrange for possible new members of the Executive Committee in case of a vacancy;
 - (f) motions put forward by the Executive Committee and announced in the notice calling the meeting.
3. Other General Councils will be held whenever the Executive Committee deems necessary.
 4. Furthermore, the Executive Committee is obliged to convene a general council on the written application of a number of members entitled to cast not less than one-tenth of the votes in a general council, within a period of not less than four weeks after the application was lodged. If such obligation has not been complied with within fourteen days, the applicants may then proceed to convene the meeting themselves in the manner in which the general council should be convened according to these articles of society.

ADMITTANCE AND VOTING RIGHTS

Clause 15

1. Admittance to the General Council shall be given to all the representatives of the members, and the members of the Executive Committee.
2. The General Council shall decide whether other persons, other than referred to in paragraph 1, shall be given admittance to the General Council.
3. Each member shall have one vote at the General Council.
4. A member may give power of attorney to vote on its behalf to another member. A member may as attorney represent one or more of the other members.

CHAIRMANSHIP – MINUTES

Clause 16

1. The General Council shall be chaired by the President or his replacement. If the chairman and its representative are absent, one of the other members of the Executive Committee, shall act as chairman. In the event that the chairmanship is also not provided for in this manner, the meeting itself shall appoint its chairman.
2. The proceedings of each meeting shall be recorded in minutes by the Secretary General or another person designated for that purpose by the chairman, which minutes shall be confirmed and signed by the chairman and the person who recorded the minutes. The contents of the minutes or records shall be communicated to the members.

DECISION-MAKING OF THE GENERAL COUNCIL

Clause 17

1. Unless the articles or the law provide otherwise, all resolutions of the General Council shall be adopted by an absolute majority of the votes cast.
2. Blanc votes and invalid votes shall be considered as invalid and will not be counted by determination of the majority.
3. If at a ballot concerning the election of persons no one polls the absolute majority of votes, a second ballot will be held between the two persons with the majority of votes in the first ballot. In the event of an equality of votes at a ballot between two persons, a drawing of lots shall be decisive. The General Council can provide for a regulation relating to the election of members of the Executive Committee.

4. If the votes remain equal on a motion not relating to what is referred to in paragraph 3, the motion shall be defeated.
5. All votes shall be taken orally unless the chairman considers a secret ballot expedient, or if prior to the vote one of the persons entitled to vote so requests. Decision-making by acclamation shall be permitted, unless a person entitled to vote demands a poll.

NOTICE OF GENERAL COUNCILS

Clause 18

1. The General Council shall be convened by the Executive Committee. Notice shall be sent by e-mail. The term of notice shall be at least twelve weeks.
2. The subjects to be discussed at the General Council shall be described in the notice.

AMENDMENT TO THE ARTICLES AND DISSOLUTION

Clause 19

1. A resolution to amend the articles of society shall require a majority of at least two-thirds of the votes cast, during a for that purpose convened general council.
2. A copy of the proposal, stating the proposed amendment, must be deposited for inspection by the members at a location suitable for that purpose by the persons who convened the General Council at which a proposal to amend the articles is to be dealt with, from at least five days before the meeting until after the end of the day on which the meeting is held.
3. The amendments shall take effect only after the execution of a notarial deed. Each member of the Executive Committee is singly authorised to execute such notarial deed.

Clause 20

1. Following the resolution to dissolve the society, the Executive Committee will be charged with winding up the society's affairs.
2. A credit balance available after liquidation shall be distributed among those who were member at the time of the adoption of the resolution to dissolve the society, such distribution to be made pro rata to the total sum of their membership fees. With a resolution to dissolve the society also another purpose may be given to the credit balance.
3. Members are never liable for a possible debit balance.

End

1. The person appeared to me has declared that for the first time the following Executive Committee will be appointed
 - a. as President:
N.A.J. Langerak (Netherlands)
 - b. as Secretary General:
C.J. Van Tyne (USA)
 - c. as Treasurer:
A. Santos (Portugal)