

ARTICLES OF ASSOCIATION

Today, the (date) of (month) 2003, appeared before me, (name civil-law notary), civil-law notary established in Maastricht, ms Wendy Gitta Annifrid VAN DIJK, residing at 6101 NV Echt, Bosstraat 21, born in Nijmegen on the fifth of June, nineteen hundred and sixty-three, not married, no registered cohabitation contract and bearer of the Netherlands passport with the mark of N63523293; acting in her private capacity and as the authorised representative of:

1. Norbert Gruener
2. Ann Barcomb
3. David Elbez
4. Elaine Ashton
5. Philippe Bruhat
6. Nicholas Clark
7. Richard Foley

and as such representing these principals in a legally valid manner.

The existence of the aforementioned powers of attorney is sufficiently known to me, civil-law notary, from xx private instruments to be attached to this instrument.

The person appearing, acting as aforementioned, stated by this instrument to create a foundation and for that purpose to adopt the following

ARTICLES OF ASSOCIATION

Name and Registered office

Article 1

1. The foundation bears the name of: Stichting YAPC Europe Foundation.
2. The foundation has its registered office in Echt.

Object

Article 2

1. The object of the foundation is: to promote the use of the programming language Perl, to support Perl user groups, especially the so-called "Perl Mongers", to organise meetings and conferences, especially the so-called "YAPC::Europe" (Yet Another Perl Conference), and furthermore everything that is directly or indirectly connected with or can be beneficial to the above, all of this in the widest sense of the word.
2. The foundation tries to achieve its objective, amongst other things, by organising meetings and conferences, making (have others make) documentation and advertising materials, and all other methods that serve the object, all of this in the widest sense of the word.

Revenue

Article 3

The foundation gets its revenue from:

- subsidies and donations;
- gifts, testamentary dispositions, grants and specific legacies;
- the profit to be made by the operation of the enterprise;
- all other acquisitions and revenues.

Board

Article 4

1. The board of the foundation consists of an uneven number of at least 3 members. The number of members will be adopted unanimously by the board with due observance of the provision of the previous sentence.
2. The board shall elect a chairman, a secretary and a treasurer from their number. The functions of secretary and treasurer can also be performed by one person.
3. In the event that a vacancy (or more vacancies) arise(s) in the board, the remaining board member (or the only remaining board member) will fill this within the foreseeable



future by appointing a (or more) successor(s).

4. In the event that one or more members are missing from the board, for any reason whatsoever, the remaining board members, or the only remaining board member, shall none the less constitute a legitimate board.

5. The members of the board shall not be paid a remuneration for their activities. However, in so far as the assets of the foundation allow for this, they have a right to compensation for the expenses incurred by them in the performance of their duties.

Board meetings and resolutions

Article 5

1. The board meetings shall be held in the municipality where the foundation has its registered office; by a simple majority of votes the board can decide to hold a meeting elsewhere.

2. At least one meeting shall be held each calendar year.

3. Meetings shall furthermore be held each time the chairman or one of the other board members considers this appropriate.

4. The meeting shall be convened by the chairman at least seven days beforehand, by means of notices convening the meeting, with confirmation of receipt, telefax or emails, with confirmation of receipt, to all board members.

5. The notices convening the meeting shall state place and time of the meeting; it is not obligatory to state the object or the business to be transacted.

6. So long as all board members in office are present or represented in a board meeting, legitimate resolutions can be adopted on all subjects that come up for discussion.

7. Meetings shall be chaired by the chairman of the board; in his absence the meeting itself shall appoint its chairman.

8. Minutes of the proceedings of the meeting shall be taken by the secretary or by one of the other persons present. The minutes shall be adopted by a simple majority of votes of the board and signed by those who have acted as chairman and secretary of the meeting.

9. The board may only adopt valid resolutions in a meeting if the simple majority of its members in office are present or represented at the meeting. Any board member may represent one other fellow board member in the meeting on submission of a signed authorisation in writing.

10. In case all the board members unanimously decide on this manner of adopting resolutions, the board may also adopt resolutions without holding a meeting, on the condition that the board members adopt the resolutions unanimously. The votes shall be cast in writing, including by telefax and email. A report of a resolution adopted in this manner shall be drawn up by the secretary, appending the replies received, which report, after having been co-signed by the chairman, shall be annexed to the minutes.

11. Every member of the board is entitled to cast one vote. In so far as these articles of association do not prescribe a larger majority, all board resolutions shall be adopted by a simple majority of the votes legitimately cast.

12. All votes in meetings shall be cast orally, unless one of the persons holding the right to vote requires vote by ballot. Vote by ballot shall take place by means of unsigned and closed notes.

13. Blank votes shall be considered not to have been cast.

14. Unless the articles of association provide otherwise, the opinion of the chairman given in the meeting on the outcome of a vote shall be decisive. In the event that the correctness of the opinion of the chairman is disputed immediately after this has been given, a new vote shall take place if one person present entitled to vote requires this. By this new vote the legal consequences of the original vote shall become void. If the correctness of the vote is disputed a second time, a new vote will be held, this time by ballot, and the outcome of that cannot be disputed.

Powers of the board

Article 6

1. The board is charged with the management of the foundation, including management of its enterprise(s) and properties.

2. The board is authorised to resolve to enter into agreements and to acquire, alienate or



encumber registered or other property.

3. The board is authorised to enter into agreements and contracts by which the foundation commits itself as a surety or as joint and several debtor, warrants performance by a third party or provides security for a debt of a third party.

Representation

Article 7

The foundation is solely represented by the board as well as by two board members acting jointly.

Termination of board membership

Article 8

1. The board membership shall end by death of a board member and furthermore if a board member:

- loses the right to dispose of his property;
- resigns in writing (retires);
- is removed by the court, pursuant to Article 2:298 of the Netherlands Civil Code;
- is removed by the board in the event that it cannot in reasonableness be required of the foundation to continue the board membership, to which is resolved unanimously by means of a well-defined reasoning in a meeting where all board members (with the exception of the board member whose removal is under discussion) are present or represented, whereby the board shall consist of at least 3 members (the board member whose removal is under discussion included).

2. A board member may be suspended by the board, to which shall be resolved unanimously by means of a well-defined reasoning in a board meeting; the board member whose suspension is under discussion shall not have the right to vote in this meeting and can be present in this meeting; the board shall consist of at least 3 members (the board member whose suspension is under discussion included); in this board meeting the suspension shall be the first or the only item on the agenda. In the event that a board member has been suspended, within three months after the commencement of the suspension, a resolution shall be adopted either to removal or to termination of the suspension, failing which the suspension shall be terminated. A suspended board member shall have no access to the board meetings, shall not be allowed to vote and shall not be allowed to represent the foundation, subject to the provisions set out below.

3. A board member whose suspension or removal is being proposed, will be given the opportunity to account for his actions in a board meeting and to be assisted thereby by an advisor.

Financial year and annual report and accounts

Article 9

1. The financial year of the foundation is the same as the calendar year.

2. The board is obliged to keep records of the financial condition of the foundation and of everything regarding the bookkeeping, activities and obligations of the foundation, in accordance with the requirements arising from these activities, in such a manner and to keep the books, documents, correspondence, computer files and other data carriers pertaining thereto in such a manner that the assets, the rights and obligations of the foundation can be inspected at all times.

3. Without prejudice to what is provided otherwise by law, the board is obliged to prepare and put on paper the balance sheet and the statement of income and expenditure of the foundation each year within six months after the end of the financial year. In the event that the foundation maintains one or more enterprises, which, pursuant to the law, have to be listed in the Trade Register of the Chamber of Commerce, the net turnover and profit or loss of each enterprise shall be stated in the statement of income and expenditure.

4. The board is obliged to keep the books, documents, correspondence, computer files and other data carriers referred to in Paragraphs 1 and 2 for seven years.

5. The data stored on a data carrier, with the exception of the balance sheet and statement of income and expenditure that have been put to paper, can be transferred to and kept on another data carrier, provided that the transfer takes place with correct and



complete representation of the data and that these data will be available throughout the time they have to be retained and will always be legible.

Rules and regulations

Article 10

1. The board is authorised to draw up regulations, in which those topics that are not incorporated in these articles of association, are regulated.
2. The regulations will not be in conflict with the law or contrary to these articles of association.
3. The board shall be authorised to amend or abolish the regulations at all times.
4. Article 11.1 shall apply to the adoption, amendment and abolition of the regulations.

Amendment to the articles of association

Article 11

1. The board is authorised to amend these articles of association. The resolution thereto shall be adopted unanimously in a meeting where all board members are present or represented.
2. The amendment shall be concluded by notarial deed under penalty of nullity.
3. The board is obliged to file a copy of the deed of amendment, as well as the amended articles of association at the office of the Trade Register held by the authorised Chamber of Commerce and Industry appointed by law.

Dissolution and liquidation

Article 12

1. The board is qualified to dissolve the foundation. The provisions of Article 11 Paragraph 1 apply to the resolution to be adopted thereto.
2. After its dissolution the foundation shall continue to exist in so far as is necessary for the liquidation of its assets.
3. The liquidation shall be carried out by the board.
4. The board shall see to it that the dissolution of the foundation be listed in the Trade Register of the Chamber of Commerce.
5. During the liquidation, the provisions of these articles of association shall remain in force as much as possible.
6. Any liquidation surplus of the dissolved foundation shall as much as possible be spent in accordance with the object of the foundation. Resolutions thereto shall be adopted unanimously.
7. At the end of the liquidation the books, accounts, documents and other data carriers of the dissolved foundation shall be in the custody of the liquidator appointed by the board for seven years, thereby ensuring safety, legibility and usability.

Concluding statements

Finally the person appearing declared:

- a. That for the first time the following persons will be appointed as officers of the foundation:
 1. Norbert Gruener; he acts as chairman;
 2. Ann Barcomb; she acts as secretary;
 3. David Elbez; he acts as treasurer;
 4. Elaine Ashton; she acts in the capacity of member of the board.
 5. Philippe Bruhat; he acts in the capacity of member of the board.
 6. Nicholas Clark; he acts in the capacity of member of the board.
 7. Richard Foley; he acts in the capacity of member of the board.
- b. The address of the foundation is Bosstraat 21, 6101 NV Echt;
- c. The first financial year of the foundation shall be up to and including the thirty-first of December, two thousand and four.



Identification

The identity of the person appearing to this deed has been established by me, civil-law notary, by virtue of the aforementioned document.

The person appearing is known to me, civil-law notary.

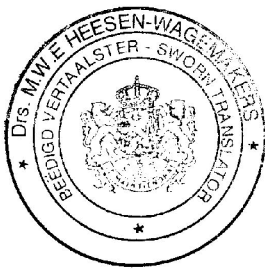
WHEREOF DEED

drawn up in one original, executed in Maastricht on the date first hereinbefore written.

The contents of this deed have been communicated and explained to the person appearing.

Thereupon the person appearing stated that she had taken cognisance of the contents of this deed in due time before the execution, that she agreed to its contents and did not require the deed to be read out in full.

Immediately following its limited reading, this deed was signed by the person appearing and by me, civil-law notary.



M.W.E. Heesen-Wagemakers

I, M.W.E. Heesen-Wagemakers, MA, sworn translator for the English language, residing at Neerveldstraat 41, 5348 LB Oss, certify the above to be a true and full translation from Dutch into English of the attached document.
Oss, 10 March 2004.