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Version Date: 4 juni 2007

FOUNDATION OF AN ASSOCIATION

ej/rs53534

2007/No.

On this date, june fourth two thousand and seven, appeared before me, Eddy Dick de Jongh, L.L.M., civil-law notary practising in Dronten:

1. Mr. ir. Michiel Willem Blind [private information deleted]
2. Mr. dr. ir. Peter Johan Albert Gijssbers [private information deleted]
3. Mr. Roger Vernon Moore [private information deleted]

The persons appearing stated that they wished to form an association with the following Charter:

NAME

Article 1.

The Association carries the name: The OpenMI Association.

REGISTERED OFFICE AND DURATION

Article 2.

The Association has its Registered Office in Delft and has been formed for an indefinite period of time.

OBJECTIVE

Article 3.

1. The objective of the Association is:

The promotion of the development, use, management and maintenance of the Open Modelling Interface (the OpenMI), a standard for the exchange of data between computer software in environmental management.

2. The Association seeks to achieve this goal, amongst other things, by:

- exchanging information with regard to the standard specified in the objective, in word, writing and by means of electronic devices such as a website, both within the Association and with other organisations which pursue a similar objective;
- stimulating the maintenance and development of the OpenMI standard and its supporting software and managing their release;
- stimulating the provision of information and promoting discussion on OpenMI in Europe and across the world by the organising and/or participating in events;
- all that which may be further conducive to the objective.

MEMBERS

Article 4.

1. The following persons/parties are eligible for the membership of the Association:
 - institutes or organisations that are legal entities and make direct or indirect use of the OpenMI;
 - natural persons who have reached the age of eighteen;
 - those who applied to the Committee and have been admitted to the Membership, unless a General Meeting issued a halt on the recruitment of new members.
2. The membership is personal or in the case of a legal entity strictly reserved for the legal entity in question. The membership, therefore, cannot be transferred nor is it eligible for acquisition by hereditary succession.
3. The Committee will keep a register that includes the names and addresses of all members.

TERMINATION OF MEMBERSHIP

Article 5.

1. The membership ends:
 - a. by death or, if the member is a legal entity, by its dissolution;
 - b. by the member's written notice of termination to the secretary;
 - c. by termination by the Association. Such termination can take place if a member no longer meets the membership requirements set out in this Charter, if a member fails to fulfil his or her obligations vis-à-vis the Association, or if the Association can no longer be reasonably required to let the membership continue;
 - d. by expulsion. An expulsion can only be issued if a member has acted in a way which is contrary to the Association's Charter, regulations or resolutions, or if he or she has unreasonably damaged the Association's interests.
2. Termination required by the Association is enforced by the Committee.
3. Termination of the membership by a member or the Association takes effect at the end of an Association year, subject to four weeks' notice.

However, the membership can be terminated with immediate effect if the Association or the member cannot reasonably be required to let the membership continue.

4. Any termination that contravenes the provisions set out in the previous paragraph will take effect at the earliest permissible time following the date on which the termination was set to take effect.
5. Immediate termination of membership is permitted:
 - a. within one month after a resolution becomes known or is communicated to the member, in which the members' rights are limited or their duties are increased. The resolution, in that event, will not apply to the member. However, a member is not permitted to evade a resolution in which the members' monetary obligations are increased on his or her membership.
 - b. within one month after a resolution seeking to convert the Association into a different legal entity or to effect a merger, is communicated to the member.
6. Expulsion from the membership is effected by the Committee.
7. In the event of the Committee's decision to terminate the membership – or to do so based on the ground that the Association cannot be reasonably required to let the membership continue, or in the event of a decision by the members to expel a member the person/party in question can appeal within one month of receiving the decision's notification. To this end, the aforementioned person/party will be notified of the decision in writing forthwith, stating the reasons. The member is suspended during the term of appeal and pending the appeal.
The General Meeting will confirm the termination or expulsion by a closed ballots in which there must be a two-thirds majority in favour of the termination or expulsion.
8. If the membership ends during an Association year, the annual fee will never-the-less still be due in its entirety.
9. In the event of a member's termination of membership, or his or her expulsion from the membership by the Committee, the former member cannot claim any refund of the membership fee and/or the admission fees.

ANNUAL CONTRIBUTIONS/ADMISSION FEES

Article 6.

1. The members are obliged to pay an annual membership fee, which is to be established by the Committee. To this end, the members can be divided into categories who each pay a different fee.
2. The Committee is authorised – in special circumstances – to grant a complete or partial exemption from the payment of fees during the months of July up to December inclusive.
3. The member is obliged to pay the annual fee not later than by the first day of January of each Association year.

4. The General Meeting is authorised to decide – be this or be it not at the behest of the Committee – that certain categories of membership candidates are obliged to pay a once-only admission fee, which sum will be established by the General Meeting.
During the months of July up to December inclusive, the Committee can, in special circumstances, grant full or partial exemption from the obligation to pay the admission fee.
5. A membership fee established by the Committee pursuant to this article must first be approved by the General Meeting, in accordance with the provisions set out in this Charter with regard to decision-making in the General Meeting.

COMMITTEE

Article 7.

1. a. The Committee, with the exception of the in first in position appointed Committee, consists of an uneven number of at least three natural persons or legal entities and a maximum of seventeen natural persons or legal entities.
The appointment takes place from the members' midst, except for the provisions set out in paragraph 2.
- b. The following persons/parties cannot be appointed as Committee Members:
 - any person or party who has been declared bankrupt;
 - any person or party who has applied for a moratorium on payments, or who has been placed under guardianship or administration;
 - any person or party who has applied for admittance to a debt rescheduling arrangement as referred to in the Netherlands Bankruptcy Act.
2. The appointment of Committee Members takes place on one or more binding recommendations, except for the provisions set out in paragraph 4.
Both the Committee and two members are authorised to draw up such a recommendation, on the understanding that a maximum of two (2) prospective Committee Members can be recommended by each each member of the Association.
The Committee's recommendation is communicated at the convocation of the meeting. A recommendation by two or more members must be submitted to the Committee in writing prior to the commencement of the meeting.
3. The binding nature of any recommendation can be removed by a resolution taken at the General Meeting which is adopted by at least

two-thirds of the votes cast, at a meeting in which at least two-thirds of the members are represented.

4. If no recommendation has been drawn up, or if the General Meeting resolves to remove the binding nature of the drawn-up recommendations in accordance with the previous paragraph, the General Meeting is free to choose.
5. If there is more than one binding recommendation, the appointment will take place from these recommendations.
6. The expenses incurred by Committee Members in the fulfilment of their duties can – after the Committee’s prior approval of the activity in question – be reimbursed by the Committee.

The Committee can set out further regulations with regard to the above-mentioned reimbursement in the standing orders.

TERMINATION OF COMMITTEE MEMBERSHIP, PERIODICAL MEMBERSHIP, SUSPENSION

Article 8.

1. Every Committee Member – even if he or she has been appointed for a definite period of time – can be suspended or dismissed at any time by the body that appointed him or her.
A suspension that is not followed by a decision to dismiss within three months, ends when this term lapses.
2. a. 1/3rd of the Committee Members will resign not later than one (1) year after the appointment of the Committee.
If the total number of Committee Members does not equal three or a multiple of three, a number of Committee Members that is closest to 1/3rd part will resign, such in accordance with the rotation schedule to be drawn up by the Committee.
The resigned member is eligible for reappointment, except for the provisions set out in Article 7(1)(b).
Any person or party who is appointed to a temporary vacancy, takes up his or her predecessor’s place in the schedule.
- b. Contrary to the provisions set out in Article 7 and Article 8(2)(a), the Committee Members appointed for the first time, as referred to in Article 19, will resign not later than three (3) years after their appointment.
3. The Committee Membership also ends:
 - a. with regard to a Committee Member who was appointed from amongst the members: by the termination of the membership of the Association;
 - b. by written termination, subject to at least two months’ notice.
 - c. because of the circumstances referred to in Article 7.

COMMITTEE POSITIONS, DECISION-MAKING BY THE COMMITTEE

Article 9.

1. The Committee will choose a Chairman, a Vice-Chairman, a Secretary and a Treasurer from its midst, who will jointly form the Managing Committee with authority to take action in the name of the Committee on the basis of decisions supported by a majority of its members. The Managing Committee can appoint a replacement from its midst. A Committee Member can hold more than one position.
2. The Secretary will keep minutes of the proceedings at every meeting which will be adopted at the next meeting and, after adoption, signed by both the Chairman and the Secretary.
3. The opinion given by the Chairman regarding the outcome of a vote, and the contents of a decision, is binding.
4. It is possible to set out further rules regarding the Committee's meetings and decision-making in the standing orders.

COMMITTEE'S DUTY, REPRESENTATIONArticle 10.

1. Except for the limitations set out in this Charter, the Committee is charged with the management of the Association.
2. If the number of Committee Members falls below the required statutory minimum of Committee Members, the Committee will retain its powers. However, the Committee is obliged to convene a General Meeting forthwith, at which Meeting the filling of the vacancy/vacancies will be discussed.
3. The Committee is authorised – within its own sphere of responsibility - to have certain parts of its task carried out by (sub)committees to be appointed by the Committee.
The Committee is authorised to revoke the management tasks delegated to the committees at all times, and to carry them out itself.
4. The Committee is authorised – subject to the General Meeting's approval – to make decisions to enter into contracts for the acquisition, alienation and/or encumbrance of registered property, and into contracts in which the Association commits itself as a joint and several co-debtor, acts as a guarantor for a third party, or stands surety for a third-party debt.
The absence of the aforementioned approval can be invoked against third parties.
5. The Committee also requires prior approval from the General Meeting for decisions that seek to effect:
 - I. – without prejudice to the provisions set out under II – the performance of juridical acts and the making of investments that exceed a sum or value to be annually established by the General Meeting;
 - II. a. the letting, letting out, leasing and obtaining and granting the use or enjoyment of registered property in any other manner;

- b. the conclusion of contracts in which the Association is granted a bank credit;
- c. giving money on loan, as well as withdrawing money as a loan, which does not include the use of a bank credit granted to the Association;
- d. the reaching of settlements;
- e. the instigation of legal proceedings, including the commencement of arbitration proceedings, with the exception of the implementation of protective and/or legal measures that cannot be postponed;
- f. the conclusion and adjustment of employment contracts.

The absence of the aforementioned approval cannot be invoked against third parties.

- 6. Without prejudice to the provisions set out in the last sentence of paragraph 4, the Managing Committee represents the Association judicially and extra-judicially.
- 7. The representative authority also belongs to two Members of the Managing Committee, acting jointly.
As regards the representative authority as referred to in Article 10(6), they can be represented by an authorised representative, bearing a written power of attorney, on the understanding that this can only take place within limits that are specifically defined in the power of attorney.
- 8. The Committee can – without approval from the General Meeting – be represented in law by a solicitor engaged by the Committee.

ANNUAL REPORT, RENDERING ACCOUNT

Article 11.

- 1. The financial year and the Association year coincide with the calendar year.
- 2. The Committee is obliged to keep records of the Association's financial position and activities – in accordance with the requirements resulting from these activities – and keep books, documents and other information carriers, in such a manner that the Association's rights and obligations can be known from them at any time.
- 3. Every year, within six months of the end of the Association year – except if there is an extension of this term granted by the General Meeting – the Committee will issue its annual report on the state of affairs within the Association and the policy that has been conducted. The Committee will submit the balance sheet and the statement of income and expenditure for approval by the General Meeting. These documents will be signed by all the Committee Members; if any signature is missing, the reason for this omission will be given. After the expiry of this term, every member can claim from the joint Committee Members in law that they fulfil these obligations.

4. If no audit opinion regarding these documents' accuracy, as referred to in Article 2:393(1) of the Netherlands Civil Code, is presented to the General Meeting, then the General Meeting each year will appoint a committee which consists of at least two members who cannot be Committee Members.
5. The Committee is obliged to provide this committee with all the information that the latter requires for its audit and – if necessary – show the committee the Association's cash and assets, and render all the Association's books, documents and other information carriers available for inspection.
6. The committee audits the documents referred to in Paragraphs 3 and 5, and reports on its findings to the General Meeting.
If the audit of the accounts to be rendered requires special accounting expertise, the committee can be assisted by an expert.
7. The Committee is required to keep the documents, books and other information carriers, as referred to in Paragraphs 2 and 3, in its custody for a period of seven years.

GENERAL MEETINGS

Article 12.

1. The General Meeting has all powers within the Association that have not been granted to the Committee by law or in this Charter.
2. A General Meeting – the annual meeting – is held every year, and not later than six months of the end of the Association year. The following items will, amongst other things, be discussed at this annual meeting:
 - a. the annual report and the accounts to be rendered pursuant to Article 11, which also includes the report to be issued by the committee appointed in the aforementioned article;
 - b. granting a discharge from liability to the Committee Members for their management as conducted during the Association year in question, insofar as this management is revealed from the annual report and rendered accounts, or if such management has been disclosed to the General Meeting in any other way.
 - c. the appointment of the committee referred to in Article 11 for the next Association year;
 - d. filling possible vacancies;
 - e. recommendations by the Committee or the members, as announced at the convocation of the meeting.
3. Other General Meetings will be held as often as considered desirable by the Committee.

ACCESS AND VOTING RIGHTS

Article 13.

1. All members of the Association will have access to the General Meeting. No access will be granted to suspended members and suspended

Committee Members, on the understanding that a suspended member is permitted to attend the meeting at which the decision for his or her suspension will be discussed. This member will also be authorised to take the floor at this meeting.

2. The General Meeting decides on the admittance of persons other than those referred to in Paragraph 1.
3. Every Association member can cast one vote; suspended members will not have a right to vote.
4. A member may have a representative, bearing a written proxy, cast his or her vote, on the understanding that the aforementioned representative can cast no more by item in each meeting than a total of two votes.
5. Members will not have the right to vote on matters that relate to themselves, their spouses or any of their relations by blood or affinity in the direct line.

CHAIRMANSHIP, MINUTES

Article 14.

1. The General Meetings are led by the Association's Chairman or his or her deputy. If the Chairman and his deputy are absent, then one of the other Committee Members – to be appointed by the Committee – will act as Chair. If the Chairmanship can also not be provided for in this manner, the meeting will choose its own Chair.
2. The Secretary, or another person to be appointed by the Chair, will keep minutes of the proceedings at every meeting, which will be adopted at the same or the next meeting. After adoption, both the Chairman and the Minutes Secretary will sign the minutes. The parties convening the meeting, can have a official notary's record drawn up of the proceedings. The members will be notified of the contents of the minutes or the official notary's record.

DECISION-MAKING BY THE GENERAL MEETING

Article 15.

1. The opinion given by the Chair at the General Meeting with regard to the outcome of a vote, is binding. The same applies to the contents of an adopted resolution, insofar as this involves a vote on a proposal that was not set out in writing.
2. If – immediately after the opinion as referred to in the first paragraph is issued – the accuracy thereof is disputed, there will be a new vote if so requested by at least three (3) persons entitled to vote, present at the meeting. This also applies if the original vote did not take place by roll call or in writing. This new vote cancels the legal effects of the original vote.
3. Insofar as not stipulated otherwise in this Charter, all resolutions of the General Meeting are adopted by an absolute majority of the valid votes cast.

4. Blank votes will be considered as not having been cast.
5. If no candidate obtains an absolute majority at a vote on persons, there will be a second vote, or – in the event of a binding recommendation – a second vote between the recommended candidates.
If no candidate obtains an absolute majority at the second vote, there will be re-votes until either a candidate obtains an absolute majority or – in the event of a vote between two persons – there is a tie. With the aforementioned re-votes (not including the second vote) there will each time be a vote between all persons who gathered votes at the previous vote. However, this excludes the person who amassed the smallest number of votes at this previous vote. If this smallest number of votes was amassed by more than one person at this previous vote, the person to be excluded from the new vote will be decided upon by drawing lots. If there is a tie when voting between two persons, it will be decided by drawing lots which one of the two candidates is to be chosen .
6. If there is a tie when voting on a proposal that does not involve the appointment of persons, then the proposal will be considered as having been rejected.
7. All votes take place orally or by a show of hands, unless the Chair, or at least one-third (1/3rd) of the total number of members entitled to vote, deems a written vote necessary. A written vote takes place by means of unsigned, closed ballots. It is possible to adopt resolutions by acclamation, unless a person entitled to vote requires a vote by roll call.
8. A unanimous resolution by all members – even when they have not convened in a meeting – will have the same effect as a resolution by the General Meeting, as long as it was adopted with the prior knowledge of the Committee.
9. As long as ten members or one-third of the total number of members are present or represented at a General Meeting, valid resolutions can be adopted on all items that are discussed – with the exception of a proposal for an amendment to the Charter or for dissolution pursuant to Article 17 or 18 – even if (a) no convocation has taken place, (b) such convocation did not take place in the prescribed manner or (c) any other regulation regarding the convening and holding of meetings (or a related formality) was not observed.
10. If the required number of members – as referred to in Article 15(9) – is not present within thirty (30) minutes after opening the General Meeting, then the Committee is authorised to postpone the General Meeting until a later date to be set by the Committee, such in accordance with the provisions set out in this Charter with regard to the postponement and convocation of the General Meeting.

CONVOCATION OF THE GENERAL MEETING

Article 16.

1. The Committee convenes the General Meetings. The convocation takes place in writing and will be sent to the members' addresses as included in the Members' Register referred to in Article 4. The convocation takes place not later than the seventh day prior to the date of the meeting.
2. The convocation notice will state the items to be discussed, and the place, date and time of the meeting, without prejudice to the provisions set out in Article 17.
3. The Committee is also obliged – at the written request of at least ten (10) members or one-third ($1/3^{\text{rd}}$) of the total number of members – to convene a General Meeting at a term that may not exceed a period of four weeks after the request was made. If the request is not met within fourteen days, the applicants can convene the meeting themselves by means of a convocation in accordance with this article.
4. With the exception of a General Meeting that has been convened pursuant to Article 16, the Committee can postpone a General Meeting that it has convened itself for a period of no more than twenty-one (21) days after the original date of the meeting.
5. The Committee is obliged to notify the members who are entitled to vote of a General Meeting that was postponed pursuant to Article 16(4) and to convene a new General Meeting, such in accordance with the provisions set out in this Charter with regard to the convocation of the General Meeting.

AMENDMENT TO THE CHARTER

Article 17.

1. The Association's Charter cannot be amended other than by a resolution adopted by a General Meeting, which was convened with the notification that amendments to the Charter will be discussed at this particular meeting.
2. The persons or parties who convened the General Meeting at which a proposal for an amendment to the Charter will be made, must make a copy of this proposal available in both the Dutch and English languages, including the verbatim text of the proposal, available for inspection by the members at a designated location. This must be done at least fourteen days prior to the meeting, and the aforementioned copy must remain available until the end of the day on which the meeting is held. Furthermore, the aforementioned copy must be sent to all the members.
3. A resolution for any amendment to the Charter can only be adopted with a majority of at least two-thirds of the valid votes cast in a meeting at which at least two-thirds of the members are present or represented. If two-thirds of the members are not present or represented, a second meeting will be convened and held within four weeks. At this second meeting, a resolution can be adopted regarding the proposal that was discussed at the previous meeting – regardless of the number of members

who are present or represented – as long as the resolution is adopted with a majority of at least two-thirds of the valid votes cast.

4. An amendment to the Charter will not take effect until a notary's deed has been drawn up thereof. Every Committee Member is authorised to have this deed executed.

DISSOLUTION

Article 18.

1. The Association can be dissolved by a resolution adopted by the General Meeting. The provisions set out in Paragraphs 1, 2 and 3 of the previous article apply by analogy.
2. The Committee effects the winding-up.
3. The General Meeting establishes the allocation of a possible positive balance, on the understanding that the positive balance may only accrue to a legal entity, institute or organisation:
 - whose objective is similar to that of the Association; and
 - whose Charter prohibits making distributions to its members in any form.

The liquidators will transfer the positive balance for this purpose.

4. The winding-up concludes at the time at which there are no more assets known to the liquidator.
5. In the event of a winding-up, the Association ceases to exist as soon as the winding-up ends. The liquidators will send a notification thereof to the registers which the Association has been entered into.

STANDING ORDERS

Article 19.

1. The Committee is authorised to adopt standing orders that provide for subjects that require (further) regulation in the opinion of the Committee.
 2. Such standing orders cannot be contrary to the law or this Charter.
 3. The Committee is authorised to amend or cancel the standing orders.
- Finally, the persons appearing declared that – contrary to the provisions set out above under Articles 7 and 8, the following persons will be appointed as Committee Members for the first time:
- a. Mr. Roger Vernon Moore, representing the National Environment Research Council, United Kingdom as Chairman;
 - b. Mr. Michiel Willem Blind, The Netherlands as Secretary;
 - c. Mr. Peter Johan Albert Gijsbers, representing WL| Delft Hydraulics as Treasurer;
 - d. Mr. Jan Børge Gregersen, representing DHI Water and Environment as Committee Member.
 - e. Mrs. Maria Mimikou as Committee Member
 - f. Mr. David John Fortune representing "Wallingford Software Ltd, duly mandated to act on behalf of the whole HR Wallingford Group of Companies".

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A translation in Dutch of the statutes has been attached to this certificate. In case of differences of interpretation the English text is ruling, but only if not in defiance of compelling Dutch Law.

GENERAL TERMS/LIMITATION OF LIABILITY

The services to be provided by the civil-law notary are governed by the General Terms as used by the civil-law notary, which terms include a limitation of liability. The civil-law notary has provided the parties with a copy of these General Terms.

CHOICE OF DOMICILE

The Parties declared that they had chosen the offices of this deed's custodian as the domicile for the fulfilment of this deed, and for the tax consequences thereof.

CONCLUSION OF THE DEED

WHEREOF THIS DEED, which was drawn up in one original copy and executed in Dronten on the date stated at the beginning of this deed.

The persons appearing are known to me, civil-law notary. The substance of this deed has been communicated and explained to them. The persons appearing declared that they did not require a full reading of the deed, that they had received a draft deed prior to its execution in good time, that they had taken cognisance of the deed's contents, and that they agreed thereto and had been offered an explanation of the consequences that result for the parties from this deed.

After a limited reading, this deed was immediately signed, first by the persons appearing and subsequently by me, civil-law notary,
at

Signed by the persons appearing and the civil-law notary.

ISSUED AS A TRUE COPY