

AMENDMENT AND ADOPTION OF CONSTITUTION¹

This day, the twenty eighth of April two thousand and ten, appeared before me, Erik Jan Marie Kerpen LLM, civil-law notary practising in Utrecht, the Netherlands:

1. Mr. Vincent Antonius Maria Peters, living at Appelternhof 24, 6581 GW Malden, the Netherlands, born in Nijmegen, the Netherlands on the first of March nineteen hundred and fifty three (01-03-1953), passport number NPHL9L6K0, married;
2. Mr. Jan Hendricus Gerardus Klabbers, living at Oostervelden 59, 6681 WR Bommel, the Netherlands, born in Sittard, the Netherlands on the twenty seventh of June nineteen hundred and thirty eight (27-06-1938), passport number NY8LRP787, married;
3. Mr. Pieter Paul van der Hijden, living at Benno Stokvisstraat 38, 1097 HZ Amsterdam, the Netherlands, born in Geleen, the Netherlands on the sixteenth of November nineteen hundred and forty nine (16-11-1949), passport number NX08RFR98, married;

for the purpose of this amendment acting as indicated below.

The persons appearing certify as follows:

- The General Meeting of the Association with limited legal capacity based in Bommel, the Netherlands: International Simulation and Gaming Association, having its office at Oostervelden 59, 6681 WR Bommel, the Netherlands, resolved to amend the Constitution on the twenty eighth of June two thousand and nine (28-06-2009).
- During that meeting, it was resolved to grant the Association full legal capacity and for that end to have the amended Constitution laid down in a notarial deed.
- Furthermore, the General Meeting resolved to appoint the persons appearing to execute this deed.
- The mentioned resolutions of the General Meeting are evidenced by a document that has been attached to this deed.

For the purpose of executing the resolutions of the General Meeting, the persons appearing declare to adopt the Constitution as follows:

CONSTITUTION

PREAMBLE

The International Simulation And Gaming Association (ISAGA) was established in nineteen hundred and seventy as a worldwide organisation for people who are professionally engaged in designing and applying game simulations. Since its establishment, the informal nature of the organisation has been considered to be an important feature that has to be cherished. During the General Meeting in Saint Petersburg in two thousand and six, it was resolved to change ISAGA into an association with full legal capacity under Dutch law and to readopt the Constitution. The reasons for this amendment are the huge growth of game simulations, both in relation to the number of areas in which game simulations are applied and to the number of people that are involved in game simulations, developments in the field of computer assisted gaming, the growing number of regional associations in the field of game simulations and gaming and ISAGA's relationship with them, the legal status of ISAGA and the membership of ISAGA. These changed circumstances gave rise to the need for a more solid legal form and a larger Executive Board with more powers. The first draft of the Constitution was discussed during the ISAGA conference in Nijmegen, the Netherlands in two thousand and seven. Subsequently, the draft was worked out in more detail and discussed in smaller groups. During

¹ This is a translation from Dutch. In the event of a discrepancy between the English and Dutch texts, the Dutch text shall prevail.

the General Meeting in Singapore in two thousand and nine, in the fortieth year of its existence, the draft was approved.

NAME AND SEAT

Article 1

1. The name of the Association is: **International Simulation and Gaming Association**. It can be shortened to: **ISAGA**.
2. The Association has its registered seat in the Municipality of Nijmegen, the Netherlands.
3. The Association was established on the twenty eighth of June nineteen hundred and seventy and at that time had restricted legal capacity.

OBJECTS

Article 2

1. The aim of the Association is: to unite professionals from across the world and from diverse disciplines who engage in the research, design and application of gaming and simulation and related methods, and to further do everything that is directly or indirectly related or that may be conducive to these areas, in the broadest sense of the word. As a catalyst, the Association attempts to stimulate the design, application and research of gaming and simulation methods in a variety of domains across the world. The mentioned methods include a broad collection of research, consultancy, teaching and learning methods and techniques, such as game simulation, management games, policy exercises, computer simulations, computer assisted simulations, role-plays, scenarios, dynamic case studies, activities in the field of experiential learning, etcetera. All these methods simulate processes, such as economic, technical or social processes, and by applying gaming techniques contribute to the growth of knowledge about the simulated domain.
2. The Association strives to realise its objects by:
 - a. closely following and distributing new developments in the field of gaming and simulation;
 - b. stimulating researchers and students to conduct systematic research into gaming and simulation;
 - c. stimulating practitioners to use gaming and simulation to their full potential;
 - d. stimulating scientists and practitioners to present and publish their findings and to share their experiences;
 - e. enhancing the proper use of gaming and simulation, including its ethical aspects;
 - f. supporting scientists and practitioners to expand their knowledge and skills in the field of gaming and simulation;
 - g. enhancing cross-disciplinary and cross-cultural collaboration between scientists and practitioners, and further by applying all other legal means that are deemed to be useful or necessary for realising the set objects.

ASSOCIATION YEAR

Article 3

The Association year is from the first of January to the following thirty first of December.

MEMBERSHIP

Article 4

1. The Association has:
 - a. regular members;

- b. honorary members;
- c. patrons.

References to membership or members in this Constitution include all membership or member categories, unless a contrary indication appears.

2. Regular members are those persons who, in the opinion of the Executive Board, are engaged in the design and application of gaming and simulation as designers, users or researchers and as such have been admitted by the Executive Board. If a person has been refused by the Executive Board, the General Meeting may still resolve to admit this person. Only regular members are members within the meaning of the law.
3. Honorary members are those persons who, at least at the time of their appointment, are members of the Association and who on the grounds of their extraordinary services to the Association or within the context of the objects of the Association have been appointed honorary members on a motion of the Executive Board.
4. Patrons are those persons who have committed themselves to pay an annual minimum amount to be determined by the General Meeting and have been admitted as such by the Executive Board.
5. The Executive Board keeps a register which contains the names and addresses of all members and patrons. The members and patrons shall give notice to the Executive Board of a change of address at the earliest opportunity. The data in this register are strictly confidential and may not be supplied to other parties without permission.

MEMBERSHIP FEE

Article 5

1. The General Meeting may resolve to charge a membership fee from regular members. Regular members may be grouped into categories paying different membership fees. The membership fees are determined by the General Meeting.
2. In special circumstances, the Executive Board may grant a reduction or a full exemption from paying a membership fee.

TERMINATION OF MEMBERSHIP, SUSPENSION

Article 6

1. Membership ceases:
 - a. on the death of the member;
 - b. by termination by the member;
 - c. by termination by the Association;
 - d. by disqualification.
2. Members may only terminate their membership at the end of the Association year, by giving four weeks' notice in writing, on the understanding that:
 - a. members may terminate their membership with immediate effect within one month after they have been notified of a resolution to change the legal form of the Association, or to merge or split up the Association;
 - b. members may terminate their membership with immediate effect within one month after they have become aware or have been notified of a resolution which involves a restriction of their rights or an increase of their obligations, with the exception of obligations of a financial nature; in that case, the resolution does not apply to them.
3. Termination of membership by the Association, with the exception of honorary membership, is effected by the Executive Board; termination of honorary membership is effected by the General Meeting. The Association may terminate a membership if a member ceases to comply with the requirements for membership, if a member does not

fulfil his or her obligations towards the Association, and if continuation of the membership cannot be reasonably required from the Association. Termination of membership as referred to in this paragraph takes place with immediate effect.

4. Terminations contrary to the provisions of paragraph 2 take effect at the earliest permitted time following the last day of the notice.
5. Disqualification from membership is effected by the General Meeting, pursuant to a resolution which was adopted by a majority of at least two thirds of the votes validly cast. Disqualification can only be ordered when a member acts contrary to the Constitution, the byelaws or decisions of the Association or when a member prejudices the Association in an unreasonable manner. Disqualification terminates the membership with immediate effect.
6. If a membership ceases in the course of the Association year, the annual fee remains payable in full.
7. The Executive Board may resolve to suspend a member. A suspension which is not followed within three months by a resolution to terminate the membership, is terminated by the expiry of this term. Furthermore, a member may lodge an objection against his or her suspension by the Executive Board within one month after the suspension. The General Meeting will decide on the objection.

RIGHTS AND OBLIGATIONS OF HONORARY MEMBERS AND PATRONS

Article 7

1. Honorary members and patrons have no other rights or obligations than those which have been granted or imposed pursuant to the Constitution or the byelaws.
2. The rights and obligations of patrons may at all times be mutually terminated with immediate effect by giving notice, except that the annual fee for the current Association year remains payable in full.
3. Notice of termination of a patronage on behalf of the Association is given by the Executive Board.

THE EXECUTIVE BOARD

Article 8

1. The Executive Board consists of at least three and at most nine members. Only natural persons may be appointed to the Executive Board. Executive Board members are appointed by the General Meeting from among the regular members. The number of Executive Board members is determined by the General Meeting.
2. Every member may nominate himself or herself as a candidate for the Executive Board.
3. The Executive Board will appoint a Chairperson, Secretary and Treasurer and such other officers as deemed desirable from their midst. Executive Board members may hold more than one office.

DURATION, TERMINATION OF BOARD MEMBERSHIP, SUSPENSION

Article 9

1. Executive Board members shall resign no later than three (3) years after their appointment, in accordance with a schedule to be determined by the Executive Board, on the understanding that a resigning Board member will (temporarily) hold his or her office for as long as the vacancy has not been filled and provided that the Board member agrees with the continuation of his or her Board membership until a successor has been appointed. Resigning Board members may be reappointed immediately. A Board member

- appointed to fill an interim vacancy will take the position in the schedule of his or her predecessor.
2. Furthermore, Board members will also be deemed to have resigned their membership on:
 - a. termination of their membership of the Association;
 - b. giving notice in writing;
 - c. the loss of the right to dispose of their own property;
 - d. expiry of the term for which they have been appointed.
 3. If a Board member is absent or unable to act, the other Board members are responsible for the management of the Association. In the absence of one or more Board members, the remaining Board members or the remaining Board member will constitute a competent Board. Vacancies shall be filled no later than at the following General Meeting.
 4. Board members, also those who have been appointed for a fixed period of time, may at all times be dismissed or suspended by the General Meeting. A resolution to dismiss and/or suspend a Board member may only be adopted by the General Meeting by a majority of at least two-thirds of the votes cast. A suspension which is not followed within three months by a resolution to dismiss the relevant Board member, is terminated by the expiry of this term.

ADOPTION OF RESOLUTIONS BY THE EXECUTIVE BOARD

Article 10

1. The Executive Board shall meet as often as stipulated in the Constitution or as considered desirable by the Chairperson or another officer.
2. During Board meetings, resolutions may only be adopted if at least half of the Board members are present. Board members cannot be represented at meetings. The Executive Board may also pass resolutions without holding a meeting (in writing), provided that all Board members have expressed their opinion of the relevant motion in writing, including by electronic data carrier.
3. All Board resolutions must be adopted by an absolute majority of the votes.
4. The Secretary shall keep minutes of the proceedings of each meeting, which will be signed by the Chairperson and the Secretary after they have been adopted by the Board.
5. The opinion pronounced by the Chairperson during the meeting about the outcome of a vote shall be decisive. The same applies to the contents of an adopted resolution, in as far as voting was on a motion which had not been set out in writing. If the correctness of the opinion is disputed immediately after the Chairperson has pronounced it, a new vote shall be taken if the majority of the meeting or, if the original vote was not taken by roll call or ballot, a Board member with voting rights so desires. This new vote shall nullify the legal consequences of the original vote.

DUTIES AND POWERS OF THE EXECUTIVE BOARD

Article 11

1. The Executive Board is charged with the management of the Association. The Board may as such grant one or more of its powers to others, provided that these powers have been clearly defined. The person exercising such powers acts in the name and under the responsibility of the Board.
2. Testamentary dispositions may only be accepted with the benefit of inventory.
3. The Board, provided that it has the approval of the General Meeting, is authorised to resolve to enter into agreements to acquire, dispose of or encumber property subject to

registration as well as to enter into agreements whereby the Association binds itself as surety or as joint and several debtor, warrants performance by a third party or provides surety for any debt of a third party.

4. Every year, before a time to be determined by the General Meeting, the Board shall draw up a policy plan and corresponding budget and shall submit these documents for approval to the General Meeting.
5. The Board requires the authorisation or approval of the Advisory Council as referred to in Article 19 to enter into obligations and/or to incur expenses, if such obligations and/or expenses have not been included in a policy plan which was approved by the General Meeting, as referred to in paragraph 4 of this Article, or if they exceed the amounts which were anticipated for such obligations and/or expenses in the corresponding budget.
6. Without prejudice to the provisions of paragraph 5, the General Meeting may subject other Board resolutions to be defined to its approval or authorisation, provided that the resolutions concerned have been accurately defined and the Board has been notified in writing.

REPRESENTATION

Article 12

1. The Association is represented by the Executive Board. Furthermore, the Association can be represented by the Chairperson acting jointly with the Secretary, or the Chairperson acting jointly with the Treasurer, or the Secretary acting jointly with the Treasurer.
2. The Executive Board may grant one or more Board members, as well as third parties, authority to represent the Association within the limits of this authority. The Board may also resolve to grant authorised representatives a title.
3. The Board shall inform the office of the Trade Register of the Chamber of Commerce of the granting of continuing representative authority.
4. If a Board member has a conflict of interest with the Association, he or she may still represent the Association, unless the General Meeting appoints one or more persons to represent the Association.

ANNUAL REPORT – ACCOUNTS AND EXPLANATION

Article 13

1. The Executive Board is obliged to keep records of the financial position of the Association and of everything concerning the Association's activities, in accordance with the requirements arising from these activities, and to keep the books, documents and other data carriers in such a way that the Association's rights and obligations can be known from them at any time.
2. The Executive Board shall present its annual report about the affairs of the Association and the policy pursued to the General Meeting within six months after the end of the Association year, unless extension of this term of at most four (4) months has been granted by the General Meeting. The Executive Board shall submit a balance sheet as well as a statement of assets and liabilities, accompanied by an explanation, to the General Meeting for approval. These documents must have been signed by the Board members. If the signature of one or more Board members is missing, this shall be mentioned stating reasons. After expiry of the term, each individual Board member may demand fulfilment of these obligations by the joint Board members at law.
3. Every year, the General Meeting shall appoint an audit committee consisting of at least two persons from among the regular members, who may not be members of the

Executive Board. This committee inspects the documents as referred to in the second sentence of paragraph 2 and reports its findings to the General Meeting.

4. If the inspection of the accounts and explanation requires special accounting knowledge, the audit committee may obtain assistance from an expert at the expense of the Association, provided that the committee has the approval of the Executive Board. The Executive Board shall provide the committee with all information requested for the purpose of conducting the audit, show the committee the cash box and values, and make the books, documents and other data carriers of the Association available for reference.
5. The Executive Board shall keep the books, documents and other data carriers as referred to in paragraphs 1 and 2 for seven years.

GENERAL MEETING

Article 14

1. Every year, no later than six months after the end of the Association year, unless extension of this term of at most four (4) months has been granted by the General Meeting, a General Meeting – the annual meeting – shall be held. The business of the annual meeting shall include the following:
 - a. the annual report and accounts and explanation as referred to in Article 13, and the report of the audit committee as referred to in the same Article, as well as the policy plan and corresponding budget for the coming Association year;
 - b. the appointment of the audit committee as referred to in Article 13 for the coming Association year;
 - c. the filling of any vacancies;
 - d. motions by the Executive Board or the members, as referred to in the convocation notice.
2. Other General Meetings will be held as often as the Executive Board deems desirable.
3. Furthermore, the Executive Board shall within a term of no longer than four weeks convene a General Meeting upon the written request of at least such a number of regular members as is authorised to cast one tenth of the votes. If the request is not complied with within fourteen days, the members who submitted the request may convene a General Meeting themselves in accordance with Article 15.

CONVOCATION AND ADMISSION

Article 15

1. General Meetings are convened by the Executive Board and may be held across the world. General Meetings must be convened by sending notices to the addresses of the members and patrons as contained in the membership register, with due observance of a term of at least fourteen days, not including the day of dispatch of the notice and the day of the meeting. If Board members have agreed to that, they may also be called to meetings by readable and reproducible convocation notices sent by electronic means to the address notified to the Association for that purpose.
2. The convocation notice shall contain the topics to be discussed at the meeting.
3. Admission to the General Meeting is open to all non-suspended members and Board members of the Association. Admission of other than the persons referred to above is decided upon by the General Meeting.
4. The right to vote cannot be exercised by way of electronic communication means.
5. The Executive Board may resolve that the members, before being admitted to the General Meeting, shall sign an attendance list, stating their names.

VOTING RIGHTS AND ADOPTION OF RESOLUTIONS

Article 16

1. At meetings, all non-suspended regular members have the right to vote. Each such regular member may cast one vote. Regular members may not vote by proxy.
2. Resolutions are adopted by an absolute majority of the votes validly cast, unless stipulated otherwise in this Constitution. Blank votes will be considered as not having been cast.
3. If the votes are tied on a motion not concerning the appointment of persons, the motion will be rejected.
4. Matters concerning persons will be voted on by ballot, unless the meeting decides to vote by acclamation. If an absolute majority is not obtained in a vote on persons, a second vote (between the nominated candidates) shall take place. If an absolute majority is not obtained in the second vote, revotes will take place either until one person has obtained an absolute majority or until the revote was between two persons and the votes are equally divided. The revotes (not including the second vote) will be taken between the persons voted for in the preceding vote, but leaving out the person who obtained the fewest votes in the preceding vote. If more than one person obtained the fewest votes, lots will be drawn to decide which of these persons will be left out in the revote. In the event that a vote between two persons is tied, lots will be drawn to decide which of them has been elected.
5. A unanimous resolution by all regular members, even if they are not together at a meeting, has the same effect as a resolution adopted at a General Meeting.
6. The opinion expressed by the Chairperson at a General Meeting to the effect that a resolution has been adopted by the meeting, shall be decisive. The same applies to the contents of an adopted resolution, in as far as voting was on a motion which had not been set out in writing.
7. If the correctness of the opinion is disputed immediately after the Chairperson has pronounced it, a new vote shall be taken if the majority of the meeting or, if the original vote was not taken by roll call or ballot, a member with voting rights so desires. This new vote shall nullify the legal consequences of the original vote.

CHAIRPERSONSHIP - MINUTES

Article 17

1. General Meetings will be chaired by the Chairperson of the Executive Board. If the Chairperson is absent, one of the other Board members to be designated by the Board will chair the meeting. If the chairpersonship is not provided for in this manner, the meeting itself will provide for its chairpersonship.
2. Minutes shall be kept of the proceedings of each meeting by or on behalf of the Secretary or another person designated for that purpose by the Chairperson, which minutes will be signed by the Chairperson and the Secretary after they have been adopted. The substance of the minutes will be presented to the members. An attendance list to be signed at the meeting does not constitute a part of the minutes.
3. If a meeting is convened at the request of the members in accordance with the provisions of Article 14 paragraph 3 of this Constitution, the persons requesting the meeting may appoint persons who are not Executive Board members to chair the meeting and to keep the minutes.

MEANS

Article 18

The means of the Association consist of all received contributions, allowances, donations, legacies, testamentary dispositions and other income.

ADVISORY COUNCIL

Article 19

1. The General Meeting may resolve to establish an Advisory Council, consisting of a number of persons to be determined by the General Meeting. The General Meeting will appoint and dismiss the members of the Advisory Council and will define the conditions under which they will carry out their duties. Only members may be appointed to the Advisory Council.
2. The duties and powers of the Advisory Council will be further outlined in the byelaws.

COMMITTEES

Article 20

1. The Executive Board may establish and abolish one or more committees.
2. The Executive Board will determine the duties and powers of the committees.
3. The members of the committees are appointed and dismissed by the Executive Board. The chairperson of a committee is appointed to that office. Executive Board members may take part in a committee.
4. The Executive Board may resolve to appoint non-members to a committee, on the understanding that the chairperson of a committee must be a member of the Association.

BYELAWS

Article 21

1. Byelaws may provide for all matters for which further regulations are deemed desirable. Byelaws may not contain provisions which are contrary to the law or the Constitution.
2. Byelaws are adopted and amended by the General Meeting. A resolution to amend the byelaws can only be adopted by a majority of at least two thirds of the votes validly cast. The provisions with respect to the amendment of the Constitution as contained in Article 22 paragraphs 1 and 2 and Article 23 equally apply to the adoption and amendment of byelaws.

AMENDMENT OF THE CONSTITUTION, MERGERS AND SPLIT-UPS

Article 22

1. The Constitution may only be amended by a resolution of the General Meeting, convened by a notice indicating that a motion to amend the Constitution will be presented at that meeting.
2. From at least five days before the General Meeting until the day after the day on which the meeting is held, a copy of the motion in which the proposed amendment is included verbatim shall be available for inspection by the members at a location suitable for that purpose.
3. The resolution to amend the Constitution can only be adopted by a majority of at least two thirds of the votes validly cast representing more than two thirds of the total number of regular members.
4. If the number of votes in favour of the proposed amendment does not represent more than two thirds of the total number of members, a new meeting shall be convened, which

shall be held at least fourteen days later. During this meeting, a resolution to amend the Constitution can be validly adopted by a majority of at least two thirds of the votes validly cast, irrespective of the number of members represented by the votes cast.

5. The provisions of this Article equally apply to a resolution to approve a merger or split-up.

Article 23

The provisions of Article 22 do not apply if all members with voting rights are present at the General Meeting and the resolution to amend the Constitution is adopted unanimously.

Article 24

The amendment of the Constitution only takes effect after a notarial deed has been drawn up. Each individual Board member has the authority to execute the abovementioned notarial deed.

DISSOLUTION

Article 25

1. The Association may be dissolved by a resolution of the General Meeting. The provisions of Articles 22 and 23 are equally applicable.
2. The Association shall continue to exist after its dissolution to the extent necessary for the liquidation of its assets. In documents and notices sent by or on behalf of the Association, its name must be followed by: in liquidation. Liquidation ends when the liquidators are unaware of the existence of any further assets.
3. The assets of the Association will be liquidated by the Executive Board members. The provisions with respect to the appointment, suspension, dismissal and supervision of Board members will remain applicable to them. The other provisions will also remain in force in as far as possible during the liquidation.
4. The credit balance after liquidation will be used for such purposes as are considered to be in agreement with the objects of the Association to the largest possible extent, which purposes are to be determined by the General Meeting.
5. After conclusion of the liquidation, the books, documents and other data carriers of the dissolved Association shall be kept by a person designated for that purpose by the General Meeting for a period of seven years.

FINAL PROVISION

Article 26

All powers which have not been assigned to other bodies by the law or the Constitution are vested in the Executive Board of the Association.

TRANSITIONAL PROVISION

For the purpose of this deed, it is laid down that the General Meeting has fixed the number of Executive Board members at seven and that as of this day (the twenty eighth of April two thousand and ten (28-04-2010)) the Executive Board of the Association consists of the following persons:

- Mr. V.A.M. Peters (the Netherlands), Chairperson;
- Mr. P.P. van der Hijden (the Netherlands), Secretary;
- Mr. M. Ulrich (Switzerland), Treasurer;
- Ms. G.K. Yeo (Singapore), Board member;
- Ms. I. Patasiene (Lithuania), Board member;
- Mr. S. Tsuchiya (Japan), Board member;

- Mr. W. Kriz (Austria), Board member.

The term of appointment of all abovementioned Board members ends on the date of the next General Meeting after this day (the twenty eighth of April two thousand and ten (28-04-2010)).

Furthermore, it is laid down that the General Meeting has appointed the following persons to the Advisory Council:

- Mr. B. Appelman;
- Mr. Y.F. Cai;
- Mr. D. Crookall;
- Mr. R. Duke (also honorary member of the Association);
- Mr. V. Dumblekar;
- Mr. Th. Eberle;
- Ms. A. García - Carbonell;
- Ms. C. Greenblat (also honorary member of the Association);
- Mr. A. Ichikawa;
- Mr. D. Kavtaradze;
- Mr. J. Klabbers (also honorary member of the Association);
- Ms. E. Leigh;
- Ms. B. Montero Fleta;
- Ms. E. Murff;
- Mr. Y. Prokhovnik;
- Mr. M. Puschert;
- Ms. B. Rising;
- Ms. P. Rizzi;
- Mr. R. Teach;
- Ms. A. Villems;
- Ms. M. van de Westelaken;
- Ms. M. de Wijse - van Heeswijk.

CONCLUSION

The persons appearing are known to me, civil-law notary.

Furthermore, the substance of the deed has been communicated and explained to the persons appearing, including the consequences arising under the substance of the deed. The persons appearing declare to have taken cognizance of and to agree with the substance of the deed. They have also declared to expressly agree to a limited reading of this deed. Immediately following its limited reading, the deed was signed by the persons appearing and by me, civil-law notary.

The deed was executed in Utrecht, the Netherlands, on the date stated at the beginning of this deed.