CERTIFIED COPY OF THE DEED OF INCOR-PORATION of the society:

International Society of Low-Vision Research and Rehabilitation (ISLRR)

with registered seat in the municipality of Amsterdam.

Deed dated April 18, 1996 executed before Mr M.A.J.C.M. van Agt, civil law notary, officiating in Rotterdam.



The undersigned:

Michael Andreas Josephus Cornelis Maria van Agt, civil law notary, officiating in Rotterdam, the Netherlands;

<u>declares</u>

that 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 text will by law govern.

Signed at Rotterdam on the 18th day of April 1996.



DEED OF FOUNDATION AND RULES OF AN ASSOCIATION

This eighteenth day of April nineteenhundred ninety-six there appeared before me, Michael Andreas Josephus Cornelis Maria van Agt, civil law notary, officiating in Rotterdam: Petronella Gertrudis Maria Johanna Bongaerts, deputy civil law notary, residing at (2311 SE) Leiden, Scheepmakerssteeg 2, born at Boxmeer on the second day of March nineteenhundred and sixty-seven, of Dutch nationality, identified by means of a passport with number X828785, unmarried, acting in this matter as the authorized agent of: ———

- 2. Mr <u>Gerrit Jan van der Wildt</u>, clinical physicist videology, residing at (3871 KH) Hoevelaken, Weldammerlaan 20, born at Soest on the eighteenth day of August nineteenhundred and thirty-nine, married, of Dutch nationality, identified by means of a driver's license with number 016292608.

The appearer declared to found an association with the following rules: ______

- 2 -

Name.	
Artic	cle 1. ———————————————————————————————————
The n	name of the society is: International Society of Low-
Visio	on Research and Rehabilitation.
	s short form, the name of the Society is: "ISLRR"
Seat.	
<u>Artic</u>	cle 2.
Its r	registered seat is in the municipality of Amsterdam.
<u>Objec</u>	<u>ct.</u>
<u>Artic</u>	cle_3
1.	The objects of the Society are:
a.	to stimulate scientific research in the field of low
	vision and the field of rehabilitation of people with
	low vision;
b.	to promote the exchange of knowledge in the field of
	low vision and in the field of rehabilitation of
	people with low vision
2.	The Society aims to achieve this goal by, inter alia:
a.	coordinating and distributing information, in par-
	ticular by means of courses, workshops, symposia and
	international conferences;
b.	issuing publications on the activities mentioned
	above under a;
c.	stimulating the communication in general on low
	vision and the rehabilitation of people with low
	vision. —————
3.	The nature of the Society is expressly not political
	and/or religious. —
4.	The capital of the Society is formed by contributions
	of the members, subsidies, gifts, as well as other
	income
	nary members.
Artic	cle 4
1.	Ordinary members of the Society shall be natural

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persons in the possession of an academic or equal title, who contribute to the research into low vision and the rehabilitation of people with low vision, in a scientific or other manner. ----

2. The Executive Committee shall keep a register in which the names and addresses of all members will be registered.

Extraordinary members. -----

Article 5. -

- Extraordinary members of the Society shall be natural persons and legal persons, who contribute to the research into low vision and the rehabilitation of people with low vision.
- 2. Where these Articles refer to members, these shall be ordinary members, honorary members and extraordinary members, unless expressly mentioned otherwise. ——

Benefactors. ----

Article 6. -

- Benefactors shall be those people who have declared to be prepared to give the Society financial support with a minimum contribution to be determined by the general meeting.
- 2. Benefactors shall have no other rights and duties than those accruing to them and imposed on them by virtue of these Articles.

Honorary members. Members of Merit. ----

Article 7. ----

- 1. A person may be appointed honorary member by the Executive Committee as a result of his scientific research or other scientific merits with respect to low vision and the rehabilitation of people with low vision.
- 2. A member who has reached the age of seventy, and who has been a member of the Society for at least ten

- 3 - /-

years, may be appointed member of merit by the Executive Committee. The Executive Committee is empowered to appoint a member who does not satisfy the aforesaid requirements as a member of merit. —

3. A legal person cannot be appointed honorary member or member of merit.

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Article 8. -

- The Executive Committee shall decide on the admission of ordinary members, extraordinary members and benefactors, after they have applied to the secretary.
- 2. The secretary shall notify the candidate of whether the membership has been awarded. In the event such notification is positive, the secretary shall also send the member a certificate of membership.
- 3. In the event the membership is not awarded, it may still be awarded after a resolution to that effect by the general meeting.

End of membership. ----

Article 9. ———

- 1. The membership shall end: _____
 - a. upon the death of the member, if it concerns a natural person; ------

b. upon cancellation by the member; -----

- c. upon cancellation by the Society. This may be effected when a member has ceased to satisfy the requirements of the membership as provided by these Articles, when he does not fulfil his obligations towards the Society, and when it cannot be reasonably expected of the Society to continue the membership;
- d. upon expulsion. This may be pronounced only when a member has acted in contravention of these Articles, the regulations or resolutions of the Society, or has

- 4 - /

acted unreasonably against the interests of the Society. -

- Cancellation by the Society shall be effected by the 2. Executive Committee. -
- Cancellation of the membership by the member or by 3. the Society may only be effected with due observance of a period of notice of four weeks. However, the membership may be cancelled immediately when it cannot reasonably expected from the Society or from the member to continue the membership. -
- Cancellation in contravention of the provisions of 4. the last paragraph shall end the membership at the earliest possible time following the date of cancellation. -
- A member may also cancel his membership with immedi-5. ate effect within one month after he has been notified of a resolution to change the legal form of the Society or to a juristic merge. -
 - A member may also cancel his membership with immediate effect within one month after he has been informed or notified of a resolution to limit his rights, or to extend his duties with respect to the Society. In that case, the resolution shall not be applicable to him. -

A member is not entitled to exclude a resolution that affects him, in which his financial rights and obligations have been changed, by cancelling his membership. -

- 7. Expulsion from membership shall be effected by the Executive Committee. -
- 8. The member involved has the right to appeal to the general meeting against a resolution by the Society to cancel the membership on the basis of the member's non-compliance with his obligations towards the

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Society, or the fact that the Society cannot reasonably be expected to continue the membership and a resolution to expel the member from the membership, such within one month after the notification. He shall be notified thereof in writing, stating reasons, within the shortest possible term. During the term of appeal and pending the appeal, the member shall be suspended, on the understanding, however, that the suspended member shall have the right to account for himself in the general meeting in which the appeal referred to in this paragraph is dealt with.

If the membership should end in the course of a 9. financial year, the member shall nevertheless be obliged to pay the entire annual fee. _____

End of rights and duties of benefactors. ----

<u>Article 10. —</u>

- 1. The rights and duties of a benefactor may at all times be ended on both sides by means of cancellation, provided always that the annual fee over the current financial year must still be paid in full.
- 2. Cancellation by the Society shall be effected by the Executive Committee.

Annual fees. Contracts. -----

Article 11. -

- The members and benefactors are obliged to pay an annual fee to be determined by the general meeting upon the recommendation by the Executive Committee. For that reason, they may be subdivided into categories which pay a different fee.
- 2. Honorary Members and Members of Merit do not have to pay an annual fee.
- 3. In certain cases, the Executive Committee shall be authorised to grant full or partial exemption from

- 7 - /

the obligation to pay a fee. -----

4. After having obtained approval to that effect from the general meeting, the Executive Committee shall be authorised to attach obligations to the membership.

Rights of benefactors, extraordinary members, honorary members and Members of Merit.

Article 12. In addition to the other rights granted to benefactors, extraordinary members, honorary members and Members of Merit by virtue of or pursuant to these Articles, they shall be entitled to attend the general meeting and to address it. They expressly are not entitled to cast a vote in the general meeting.

Executive Committee. ----

Article 13. -

 The Executive Committee shall consist of 15 natural persons to be appointed by the general meeting. Only ordinary members shall be appointed.

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- 2. At least eight countries must be represented in the Executive Committee.
- 3. The appointment of members of the Executive Committee shall be effected from one or more binding nominations. Both the Executive Committee or ten or more members shall be authorised to make such a nomination. A nomination by the Executive Committee shall be stated in the convocation for the meeting. A nomination by ten or more members must be submitted to the Executive Committee in writing prior to the meeting.
- 4. The binding nature of each nomination may be removed by a resolution of the general meeting to that — effect, adopted by at least two-thirds of the votes cast in a meeting where at least two-thirds of the members are present. ——

5. If no nomination has been drawn up, or the general meeting decides to remove the binding nature of the nominations drawn up in accordance with the previous paragraph, the general meeting shall be free in its choice.

6. In the event that there is more than one nomination, the appointment shall be made from those nominations. End of Executive Committee membership. Periodic resignation. Suspension.
Article 14.

- 1. Each member of the Executive Committee, also if he has been appointed for a limited period, may at all times be dismissed or suspended by the general meeting. If a suspension is not followed by a decision for dismissal within three months, the suspension shall end when that period has lapsed.
- 2. Each member of the Executive Committee shall resign no later than after two terms of three years following his appointment, according to a resignation schedule to be drawn up by the Executive Committee. An Executive Committee member who is also a member of the board shall be eligible for election after two terms for a period of no more than two terms of three years; persons appointed to an interim post shall take the place of their predecessors in the schedule.
- 3. The membership of the Executive Committee shall furthermore end: ______
 - a. after the membership of the Society has ended with respect to a member who has been appointed in accordance with the provisions in Article 13 paragraph 1;
 - b. in the event the member resigns; -

c. in the event of death. <u>Executive Committee positions. Decision-making by the Executive Committee.</u>

- 8 - /

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Article 15. -

- 1. The Executive Committee shall appoint from its midst a chairman, vice-chairman, treasurer, a secretary and a deputy secretary. It may appoint a replacement for each of them. A member may have more than one position.
- 2. Minutes shall be kept of the proceedings at a meeting by the secretary, which will be adopted and signed by the chairman and the secretary. ______
- 3. Save as provided otherwise in these Articles or by law, all decisions of the Executive Committee shall be passed by an absolute majority of the votes cast. In case of a tie in votings in a meeting of the Executive Committee, the chairman has the casting vote.
- 4. Each member of the Executive Committee is authorised to have himself represented by another member with a written power of attorney. A member may only act as a proxy for one fellow-member. A written power of attorney shall mean each power of attorney communicated through common means of communication and in writing.
- 5. The rules of organization may stipulate additional rules with respect to the meetings of and the decision-making by the Executive Committee.

Executive Committee duties. Representation. ----

Article 16. -

- Subject to the limitations according to the Articles, the duty of the Executive Committee is to manage the Society.
- 2. If the number of members of the Executive Committee is less than 15, the Executive Committee shall remain authorised. It shall, however, be obliged to convene a general meeting in which the filling of the vacancy

or vacancies is dealt with. -

- 3. The Executive Committee shall be authorised to have some its duties performed under its responsibility by committees to be appointed by the Executive Committee.
- 4. Subject to the approval of the general meeting, the Executive Committee shall be authorised to resolve to enter into agreements for the acquisition, alienation and encumbrance of registered properties, and to enter into agreements in which the Society binds itself as guarantor or several co-debtor, guarantees the performance of a third party or undertakes to stand surety for a debt of another party and to represent the Society in these transactions. The absence of the aforementioned approval of the general meeting may be invoked against third parties.
- 5. Without prejudice to the provisions in paragraph 4, the Society shall be represented by the Executive Committee. The representative authority accrues to, inter alia,

a. either the chairman together with the secretary; ---

- b. or the chairman together with the deputy secretary;
- c. or the chairman together with the treasurer; -----
- d. or one of the vice-chairmen together with the secretary;
- e. or one of the vice-chairmen together with the assistant secretary; ______
- f. or one of the vice-chairmen together with the treasurer.

Board. -----

Article 17. -

 The chairman, the vice-chairman, the secretary, the deputy secretary and the treasurer together make up the Board of the Society.

- 11 -

2. The Board is charged with the day-to-day management of the Society and the implementation of board resolutions.

Annual report. Presentation of accounts. -Article 18. ----

- 1. The financial year shall be the calendar year. -
- 2. The Executive Committee is obliged to keep such account of the equity position of the Society that such shall at all times form a correct representation of its rights and duties.
- 3. During a general meeting, to be held within six months after the end of the financial year, subject to extension of this period by the general meeting, the Executive Committee will publish an annual report on the course of events in the Society and the policy conducted. It shall submit for approval to the general meeting a balance sheet and a profit and loss account with explanatory notes. These documents shall be signed by the members of the Executive Committee; in the event one of their signatures is missing, this shall be noted, stating the reason therefor. After the period has lapsed, each member may claim of the joint members of the Executive Committee in court that they perform these obligations. —

- 12 - /

ities, and permit it to inspect the books and records of the Society.

5. If the inspection of the presentation of accounts should require special accounting knowledge, the committee may call in the aid of an expert.

- 6. The charge of the committee may at all times be revoked by the general meeting, but only through the appointment of another committee.
- 7. The Executive Committee is obliged to keep the records as referred to in paragraphs 2 and 3 for a period of ten years.

General meetings. -

Article	19
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- In the Society, the general meeting shall have all powers which are not vested in the Executive Committee by law or these Articles.
- Each year, no later than six months after the financial year, a general meeting - the annual meeting shall be held.

In the general meeting the following subjects shall inter alia be discussed: _____

- a. the annual report and the presentation of accounts as meant in Article 18 with the report of the committee referred to therein; _______
- b. the appointment of the committee as referred to in Article 18, for the following financial year; ——

c. the filling of any vacancies; ------

- d. proposals of the Executive Committee or the members, announced in the convocation for the meeting.
- 3. Other general meetings shall be held as often as the Executive Committee deems this desirable. ———
- 4. In addition, the Executive Committee shall be obliged to convene a general meeting within a period of no more than six months upon a written request thereto

- 13 - 🕡

	by at least such a number of members as are		
	authorised to cast one-tenth of the votes. ———		
Acces	s and voting right.		
<u>Artic</u>	ele 20. —		
1.	The members of the Society and the benefactors shall		
	have access to the general meeting. Suspended members		
	- subject to the provisions in Article 9 paragraph 8		
	- and suspended members of the Executive Committee		
	shall not have access to the general meeting. ——		
2.	The general meeting shall decide on the access of		
	persons other than those meant in paragraph 1		
3.	Each member who has not been suspended shall have the		
	right to cast one vote.		
4.	A member may have his vote cast by another member		
	with a written power of attorney. A proxy may cast a		
	vote for no more than two members.		
	manship. Minutes.		
Article 21.			
<u>Artic</u>	<u>cle 21.</u> —		
<u>Artic</u> 1.	The general meetings shall be chaired by the chairman		
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- 14 - /

Decision-making of the general meeting. -

4.

- 1. The opinion pronounced by the chairman with respect to result of a vote shall be decisive. This shall similarly apply to the substance of a resolution adopted insofar as the vote concerned a motion not put down in writing.
- 2. If, however, immediately after a judgement as meant in paragraph 1 the correctness hereof is contested, a new vote shall be held if the majority of the general meeting or - if the original vote was not taken by a count of hands or in writing - a person entitled to vote requires such. This new vote shall nullify the legal consequences of the original vote.
- 3. Insofar as these Articles do not provide otherwise, all resolutions of the general meeting shall be passed with an absolute majority of the votes cast.

Blank votes shall count as not having been cast. ---

- 5. If no absolute majority is obtained in an election of persons, a second election or, in the case of a binding nomination, a second election between the nominated candidates shall be held. The candidate who obtains the most votes will be elected. —
- 6. If in an election not pertaining to persons the votes are tied, the motion shall be denied.
- 7. All votes shall be cast orally. Where an election of persons is concerned, the votes shall be cast in writing. Written votes shall be cast by means of closed, unsigned ballot papers. Voting by acclamation is allowed, unless a person entitled to vote demands a nominal election.
- 8. A unanimous written resolution from all members, also if not all the members are present at a meeting, shall have the same force as a resolution of the

general meeting, provided it is taken with prior cognizance of the Executive Committee.

9. As long as all members are present or represented in a general meeting, valid resolutions may be adopted, provided with unanimous votes, regarding all topics discussed - therefore also a resolution to amend the Articles or to dissolve the Society - even if no convocation took place or this was not effected in the required manner or any other requirement for the convocation and keeping of meetings or a relevant formality was not been observed.

Convocation general meeting. -

<u>Article 23. –</u>

- The general meetings shall be convened by the Executive Committee. The convocation shall take place by letters sent to the addresses of the members as stated in the register of members as meant in Article
 The term for the convocation shall be at least four weeks.
- The convocation shall state the topics to be discussed, without prejudice to the provisions in Articles 24 and 25.

Amendment Articles. ----

Article 24. -

- The Articles of the Society may only be amended by a resolution to that effect by a general meeting, which has been convened, stating that during said meeting a motion will be submitted to amend the Articles. —
- 2. Those persons who have convened the general meeting for the treatment of a motion to amend the Articles must make a transcript of said proposal, in which the proposed amendment is included verbatim, available for inspection by the members on a location suitable for that purpose at least six months before the

- 16 - (2

meeting, until after the day the general meeting is held. Furthermore, a transcript as described above shall be sent to all members.

3.

A decision to amend the Articles shall require at least two-thirds of the votes cast, in a meeting where at least two-thirds of the members are present or represented. If less than two-thirds of the members are present or represented, a second meeting shall be convened after that meeting, to be held within six weeks after the first meeting during which a resolution may be passed on the proposal as it was discussed during the previous meeting, irrespective of the number of members present or represented, provided always that this be with a majority of at least two-thirds of the votes cast.

4. An amendment of the Articles shall only come into effect after it has been laid down in a notarial deed. Each several member of the Executive Committee shall be authorised to have the deed executed. —— Dissolution. ——

Article 25. -

- The Society may be dissolved upon a resolution to that effect by the general meeting. The provisions of paragraphs 1, 2 and 3 of the previous Article shall apply mutatis mutandis.
- 2. After the dissolution, the liquidation shall be effected by the members of the Executive Committee.
- 3. The balance remaining after the liquidation shall be paid to the persons who were members at the time of the dissolution. Each of them shall receive an equal part. Upon the resolution for dissolution the balance may also be given another destination.
- 4. After the liquidation, the books and records of the dissolved Society shall remain in the custody of the

- 17 - L

	persons designated by the liquidators, for the
	duration of a period as prescribed by law. ————
5.	The liquidation is subject to the provisions of Title
	1, Book 2 of the Dutch Civil Code.
Means	s of communication.
<u>Artic</u>	cle 26
Gener	cal meetings may be held by telephone. Votes may be
cast	in writing via the common means of communication. —
Rules	s of organization.
Artic	cle 27. —————
1.	The general meeting may draw up rules of organiz-
	ation
2.	The rules of organization may not be in contravention
	of the law, even where this does not contains impera-
	tive law, nor of these Articles.
<u>Final</u>	l provision.
Artic	cle 28.
The f	first financial year of the Society shall end on the
thirt	ty-first of December, nineteen hundred and ninety-
sever	n
<u>Final</u>	1 statement.
	lly, the appearer declared:
	the first time shall be appointed as member of the
Execu	tive Committee, in the position mentioned before each
name	
1.	chairman:
	Gerrit Jan van der Wildt, aforementioned;
2.	vice-president:
	Alan W. Johnston, residing at 3052 Parkville, Mel-
	bourne, Australia, born on the nineteenth day of
	November nineteenhundred and forty-one;
3.	secretary:
	Aries Arditi, residing at 111 East 59th Street, 10022
	New York, United States of America, born on the

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18 -12

sixteenth day of March nineteenhundred and fifty-one;

treasurer: -4. Gregory Lee Goodrich, residing at 3801 Miranda Avenue, Palo Alto, CA 94304, California, United States of America, born on the sixteenth day of March nineteenhundred and forty-six; ---deputy secretary: ---5. Arne Valberg, residing at N-7055 Dragvoll, Trondheim, Norway, born on the thirty-first day of December nineteenhundred and thirty-eight; ----6. member: Si-hui Wang, residing at 16 Si-ping Dong Road, 300020 Tianjin, China, born on the twenty-first day of November nineteenhundred and twenty-nine; -----7. member: -----August Colenbrander, residing at 2340 Clay Straat, Room 636, San Francisco, CA 94115, United States of America, born on the thirtieth day of August nineteenhundred and thirty-one; ---member: -8. Anna L. Corn, residing at Box 328, TN 37203 Nashville, United States of America, born on the twentyninth day of June nineteenhundred and fifty; -----member: -9. Eliezer Peli, residing at 32 Kendall Road, 02159 Newton, MA, United States of America, born on the sixth day of February nineteenhundred and fifty-one; -----10. member: -Lea V.M. Hyvärinen, residing at Harmaaparrankuja 3, FIN-02200, Espoo, Finland, born on the twenty-second day of February nineteenhundred and forty. ------11. member: -Aart Cornelis Kooijman, residing at Kerkstraat 4, 9321 HB Peize, the Netherlands, born on the second

19 -

day of January nineteenhundred and forty-three; ---member: -12. Paulus Leonardus Looijestijn, residing at 154, 9407 AJ Assen, born on the thirtieth day of June nineteenhundred and fifty; ---member: _____ 13. Johannes Antonius Welling, aforementioned; _____ 14. member: — Sven Erik G. Nilsson, residing at S-58185 Linköping, Sweden, born on the twenty-third day of December nineteenhundred and thirty-one; _____ 15. member: Ulla L. Nilsson, residing at S-58185 Linköping, Sweden born on the twelfth day of September nineteenhundred and thirty-three; _____ 16. member: Janet Helen Silver, residing at City Road, ECIV 28D London, England, born on the ninth day of July nineteenhundred and thirty-three. _____ Power of attorney. -The abovementioned powers of attorney are evidenced by a two private instruments, which shall be attached to this deed. -The appearer is known to me, notary. ----THIS INSTRUMENT, drawn up to be kept in the notary's custody, was executed in Rotterdam, on the date first above written. ----A summary of the contents of this instrument was given to the appearer before it was read out. She thereupon ----declared to have noted the contents and not to want a full reading thereof. Immediately after limited reading, this instrument was signed by the appearer and by me, notary. (signed: E. Bongaerts; M.v.Agt). ---ISSUED FOR TRUE CERTIFIED COPY signed: M.v.Agt