

Doss : 93716 LP/al  
Coll : lp  
Cpt : 03-04-2015  
Pag : 1

**ALTERATION OF THE ARTICLES OF ASSOCIATION  
(UNOFFICIAL TRANSLATION)**

This day, \*, there appeared before me, Wilhelmus Lambertus Louwers, civil-law notary with offices in Rotterdam:

\*

The person appearing stated:

- that the General Assembly of **European Association of Work and Organizational Psychology (EAWOP)**, an association having its registered office in Rotterdam (the Netherlands) and its principal place of business at \*, registered in the Commercial Register under number: 40260376, has decided to amend its Articles and to lay down the amended Articles in a notarial deed;  
- that he, the appearer, has been authorized by the Executive Committee of said association to have the deed of amendment of the Articles of Association executed and signed;

./ The afore-mentioned decision and said authorization is apparent from documents to be attached to the present deed.

Subsequently the person appearing stated that the Articles of the association now read as follows as a result of the afore-mentioned decision:

\*\*

**ARTICLES.**

**Name and registered office.**

Article 1.

1. The Association bears the name: **European Association of Work and Organizational Psychology (EAWOP)**.

Doss : 93716 LP/al  
Coll : lp  
Cpt : 03-04-2015  
Pag : 2

2. The Association has its registered office in the Municipality of Rotterdam (The Netherlands).

**Mission.**

**Article 2.**

1. The Association has the mission to support the development and application of Work and Organizational Psychology in Europe, as well as the stimulation of cooperation between scientists and practitioners working in Europe in the field of Work and Organizational Psychology and the performance of everything that is connected with the above or can be conducive to it.
2. The Association attempts to achieve this mission by:
  - organising conferences, including – however not restricted to – the European Congress of Work and Organizational Psychology;
  - making available communication means, including – however not restricted to – a Newsletter, a Website and an Electronic Communication Network;
  - setting up taskforces;
  - supporting specific networks;
  - coordinating activities of the (Associate) Constituents - as defined hereinafter - of the Association;
  - supporting the development and harmonisation of curricula and accreditation norms for Work and Organizational Psychology;
  - representing the opinions and interests of its members in political and administrative relations in Europe;
  - collaborating at national and international levels with relevant scientific organisations and professional organisations, both within and outside psychology;

Doss : 93716 LP/al  
Coll : lp  
Cpt : 03-04-2015  
Pag : 3

- promoting to its members the availability of services rendered by (Associate) Constituents - as defined hereinafter;
  - stimulating the mobility of Work and Organizational psychologists in Europe;
  - supporting the cooperative activities of its members;
  - developing other ways in which the interests of Work and Organizational Psychology can be promoted in Europe;
  - stimulating the development and availability of continued education in questions and methods regarding specific European issues;
  - collaborating with publishers in order to launch representative European publications on Work and Organizational Psychology;
  - offering an electronic Journal and a Journal on paper to its members.
3. The Association is not allowed to distribute profit amongst its members.

**Definition of terms.**

**Article 3.**

1. Unless these Articles define otherwise or apparently mean otherwise, the following terms have the following meanings:
- Association: the association mentioned in Article 1;
  - Member, the Members: both Ordinary Member(s), the Student Member(s), the Associate Member(s), the Associate Constituent(s) and the Senior Member(s);
  - Full Member, Full Members: the person(s) as mentioned in article 4 paragraph 2 under a;
  - Constituent, Constituents: the person(s) as mentioned in article 4 paragraph 2 under b;
  - Ordinary Member, Ordinary Members: the person(s) as mentioned in article 4 paragraph 2;

Doss : 93716 LP/al  
Coll : lp  
Cpt : 03-04-2015  
Pag : 4

- Student Member, Student Members: the person(s) as mentioned in article 4 paragraph 3;
  - Associate Member, Associate Members: the person(s) as mentioned in article 4 paragraph 4;
  - Associate Constituent, Associate Constituents: the person(s) as mentioned in Article 4 paragraph 5;
  - Senior Member, Senior Members: the person(s) as mentioned in article 4 paragraph 6;
  - Executive Committee: the Executive Committee of the Association;
  - General Assembly: the general assembly of the Association as body of the Association as well as the meetings of this body;
  - Book 2: Book 2 of the Dutch Civil Code;
  - Audit Committee: the committee defined in paragraph 2 of Section 48 of Book 2;
  - long-term resident: a natural person residing in a country in Europe having acquired the state of long-term resident or – if the natural person in question resides in a country in Europe not affiliated with the European Union that does not award the state of long-term resident on the same grounds as a country affiliated with the European Union – which state he/she would have obtained if he had been a resident of a country affiliated with the European Union;
  - membership year: a membership year start from the day the member is accepted as a member of the association until twelve months after this start.
2. “Written” is also intended to mean in these Articles: sent by fax, by e-mail or by any other telecommunication means able to transfer a written text.

**Members; admission of members .**

Doss : 93716 LP/al  
Coll : lp  
Cpt : 03-04-2015  
Pag : 5

Article 4.

1. The Association has Ordinary Members, Student Members, Associate Members, Associate Constituents and Senior Members.
2. Ordinary Members are Full Members and Constituents.
  - a. Full Members are natural persons who:
    - are subjects or long-term residents of a country in Europe; and
    - have obtained their university degree in Psychology and/or equivalent qualification in Psychology recognized by the General Assembly; and
    - are professionally and/or scientifically active in the field of Work and Organizational Psychology.
  - b. Constituents are scientific and/or professional associations or organizations, or divisions or sections of such associations or organizations having a corporate personality and deriving this corporate personality from the laws of any country in Europe and who:
    - have their registered address in a country in Europe; and
    - have as a mission the promotion of Work and Organizational Psychology; and
    - whose members have obtained their university degrees in psychology and or equivalents thereof acknowledged by the General Assembly; and
    - are prepared to render services to the Members of the Association.
3. Student Members are natural persons who:
  - are undergraduate students in psychology at a university in Europe; or
  - are postgraduate students in psychology at a university in Europe and scientifically active in the field of Work and Organizational Psychology.

Doss : 93716 LP/al  
Coll : lp  
Cpt : 03-04-2015  
Pag : 6

Natural persons who have once been Full Members can not become Student Members.

4. Associate Members are natural persons who:
  - have obtained their university degrees in psychology or another subject area; and
  - are professionally and/or scientifically active in fields that are acknowledged as scientifically relevant for Work and Organizational Psychology.
5. Associate Constituents are scientific and/or professional associations or organizations, or divisions or sections of such associations or organizations having a corporate personality and deriving this corporate personality from the laws of any country and who:
  - have their registered address in a country outside Europe or have an international character with the involvement of more than one country outside Europe; and
  - have as a mission the promotion of Work and Organizational Psychology in alignment with the Association; and
  - whose members have obtained their university degrees in psychology and or equivalents thereof acknowledged by the General Assembly; and
  - are prepared to render services to the Members of the Association.
6. Senior Members are natural persons who:
  - have been Members of the Association; and
  - are retired and no longer working full-time in the field of Work and Organizational Psychology.
7. The Executive Committee decides on the admission of Members. The General Assembly is authorised to set out procedures with regard to the

Doss : 93716 LP/al  
Coll : lp  
Cpt : 03-04-2015  
Pag : 7

admission of Members by way of regulations, which regulations have then to be complied with by the Executive Committee.

The Executive Committee can also appoint a commission that has the task to advise the Executive Committee with regard to the admission to membership of those parties that apply for that purpose.

8. In case of non-admission by the Executive Committee the General Assembly can still decide to admit.
9. The General Assembly can delegate its authority defined in the previous paragraph to a commission to be appointed from amongst its members consisting of at least three (3) persons who cannot be members of the Executive Committee.

If the General Assembly uses this authority, the modus operandi of the commission is laid down by way of regulations.

10. The membership rights of a Constituent and a Associate Constituent are exercised on its behalf by one (1) natural person appointed by the (Associate) Constituent in question. This person has to be a person authorised by virtue of the Articles of association of the (Associate) Constituent in question and/or by a power of attorney to represent the (Associate) Constituent in question towards the Association in all respects for no more than four (4) consecutive membership years.

The natural person who is authorised to represent a (Associate) Constituent as defined in this paragraph can be re-appointed without limits by the (Associate) Constituent in question.

**Nature of the membership.**

**Article 5.**

The membership is personal and therefore not open to transfer or devolution, nor can it be encumbered with limited rights.

Doss : 93716 LP/al  
Coll : lp  
Cpt : 03-04-2015  
Pag : 8

**End of the membership.**

Article 6.

1. Memberships end:
  - a. as a result of the death of a Member, and as for a (Associate) Constituent when it ceases to exist, even if this is the result of a merger or demerger;
  - b. as a result of the Member terminating the membership;
  - c. as a result of the Association terminating the membership;
  - d. as a result of divesture;
  - e. with regard to Student Members memberships end also after a duration of no more than four (4) consecutive membership years.
2. Termination of the membership by a Member can only take place at the end of a membership year, exclusively in writing and taking into account a term of notice of at least four weeks.

If a termination has not taken place in time, the membership will be continued until the end of the next financial year.
3. In deviation of the provisions in the previous paragraph the immediate termination by Members of their memberships by giving notice – on the condition that it is in writing – is possible if it cannot be demanded from the Members in reasonableness to let their membership continue.

Furthermore Members can terminate their memberships with immediate effect – on the condition that it is in writing – within one month after a decision to convert the Association into another legal form, to merge or demerge it has become known to them or they have been informed of it.
4. Members cannot terminate their membership with immediate effect and thus exclude a decision to that end with regard to them, after they have been informed of or become cognisant with a decision to aggravate their



Doss : 93716 LP/al  
Coll : lp  
Cpt : 03-04-2015  
Pag : 9

financial obligations or other obligations imposed on them on the basis of these Articles or with which the rights awarded to them according to the Articles have been strengthened.

5. The termination of memberships by the Association can solely be effected at the end of a membership year as well. The termination is effected by the Executive Committee, in writing and taking into account a term of notice of at least four weeks.

The termination of a membership by the Association can solely be effected in the cases determined by law for Ordinary Members. The provisions of paragraph 2, last sentence, and paragraph 3, first sentence of this Article shall apply mutatis mutandis.

6. a. Divesture of the membership can solely be effected, when Members act contrary to the Articles, regulations or decisions of the Association or commit an omission, for example in case of non-payment or non-timely payment by the Members of their contributions in spite of payment reminders, or when the Members harm the Association in an unreasonable manner.
- b. The divesture is effected by the Executive Committee that informs the Member in question of the decision stating reasons in writing as soon as possible. The party involved is authorised to appeal to the General Assembly within one month after the receipt of the notice. The Member will be suspended during the period of appeal and pending the appeal.

The provisions in Article 4 paragraph 9 shall apply mutatis mutandis.

**Suspension.**

**Article 7.**

1. The Executive Committee can suspend for a period of no more than three

Doss : 93716 LP/al  
Coll : lp  
Cpt : 03-04-2015  
Pag : 10

months Members acting or committing omissions in violation of the Articles, regulations or decisions of the Association or harming the Association in an unreasonable manner and it can extend this suspension once only for no more than three months.

The Executive Committee will inform the Member in question in writing of the decision stating reasons as soon as possible.

The party involved is authorised to appeal to the General Assembly within one month after the receipt of the notice.

The provisions in Article 4 paragraph 9 shall apply mutatis mutandis.

2. In case suspended Members are part of a body of the Association, their suspension also entails the suspension from their position in said body.

**Donors.**

**Article 8.**

1. Donors are those parties admitted by the Executive Committee as such to the Association and paying a once-only or periodical contribution to the Association, the amount of which is set and can be changed by the Executive Committee.

The Executive Committee can set the contributions of the donors at various sums in categories of donors to be set by the committee.

2. The Executive Committee is authorised at all times to terminate the donorship by a written notice.
3. The Executive Committee can award rights to donors.

**Financial means.**

**Article 9.**

The financial means of the Association consist of the annual contributions of the Members, the contributions of the donors, any admission fees, subsidies, testamentary dispositions, bequests, gifts, income arising from the organisation

Doss : 93716 LP/al  
Coll : lp  
Cpt : 03-04-2015  
Pag : 11

of publications and congresses and other types of income.

**The Members' obligations.**

Article 10.

1. Each Member owes an annual contribution the amount of which is set by the General Assembly on a proposal by the Executive Committee.
2. The General Assembly can determine on a proposal of the Executive Committee that new Members owe an admission fee. If the General Assembly takes such a decision, it also sets the amount of the admission fee on the proposal of the Executive Committee.
3. On the condition that these promote the mission of the Association, further obligations can be imposed on the Members by regulations and by a decision of the body authorised to that end.

**Executive Committee; composition.**

Article 11.

1. The Executive Committee consists of at least five (5) and no more than seven (7) Full Members, including the President. Only one (1) citizen or long-term resident per country can be part of the Executive Committee. Practitioners as well as scientists have to be part of the Executive Committee.
2. The members of the Executive Committee are appointed by the General Assembly from amongst the Full Members of the Association. The General Assembly also determines the number of the members of the Executive Committee.
3. The Executive Committee has at least a chairman, hereinafter referred to as President, a secretary, hereinafter referred to as General Secretary and a treasurer, hereinafter referred to as Treasurer.

Doss : 93716 LP/al  
Coll : lp  
Cpt : 03-04-2015  
Pag : 12

The General Assembly appoints the President of the Executive Committee. The other positions, including those of General Secretary and Treasurer, are decided on by the Executive Committee by mutual agreement.

4. Contrary to the provisions in the previous paragraph, if the membership of the Executive Committee of the President ends during his period of appointment, the Executive Committee is authorised to appoint a President from amongst its members until the next (meeting of the) General Assembly.
5. The appointment of the members of the Executive Committee is effected out of one or more binding proposals, with the exception of the provisions of paragraph 6.  
Ten (10) Full Members, three (3) Constituents, or the Executive Committee are authorised to draw up a proposal for the appointment of a President.  
One (1) Constituent, five (5) Full Members, or the Executive Committee are authorised to draw up a proposal for the appointment of other members of the Executive Committee.
6. Each proposal can be divested of its binding nature by a decision of the General Assembly taken with at least two thirds of the votes cast in a meeting in which at least two thirds of the Ordinary Members were represented.
7. If no proposal has been drawn up or a decision has been taken by the General Assembly to divest the decision of its binding nature, the General Assembly will be free in its choice.
8. If there are more binding proposals than vacancies to be filled, the appointments will be effected out of these proposals.
9. The members of the Executive Committee can be suspended and dismissed by the General Assembly at all times. In the event of suspension or

Doss : 93716 LP/al  
Coll : lp  
Cpt : 03-04-2015  
Pag : 13

dismissal the General Assembly will decide with a majority of at least two thirds of the votes cast.

- 10 The suspension of a member of the Executive Committee will end, if the General Assembly has not decided to dismiss him/her within three months of the suspension.

The suspended member of the Executive Committee will be granted the opportunity to account for himself/herself in the General Assembly and to be counselled therein by a counsellor.

11. The members of the Executive Committee are appointed for a period of no more than four (4) years.

The members of the Executive Committee resign according to a rota to be drawn up by the Executive Committee; a member of the Executive Committee resigning according to the rota can be re-appointed only once and for a consecutive period of two (2) years.

Membership of the Executive Committee cannot exceed six (6) years.

No more than four (4) members of the Executive Committee should retire at the same time.

Vacancies are filled as soon as possible.

12. An incomplete Executive Committee continues to have administrative authority.

**Administration, tasks and powers.**

Article 12.

1. The Executive Committee is charged with the administration of the Association.

All members of the Executive Committee are held towards the Association to a due performance of the tasks imposed on them.

2. The Executive Committee is held to keep records of the financial position

Doss : 93716 LP/al  
Coll : lp  
Cpt : 03-04-2015  
Pag : 14

of the Association and of everything concerning the activities of the Association according to the requirements arising from these activities in such a way as well as to keep the books, documents and other data carriers in such a way that the rights and obligations of the Association can be known at all times.

3. Except for the provisions of paragraph 4 of this Article, the Executive Committee is also authorised to conclude agreements to acquire, sell or encumber registered property and to conclude agreements in which the Association binds itself as surety or joint and several co-debtor, warrants the performance of a third party or binds itself as a security for a debt of a third party.

In this connection the Executive Committee will decide with a majority of at least two thirds of the number of votes cast.

4. The Executive Committee needs the approval of the General Assembly for the conclusion of agreements with which the Association binds itself as surety or joint and several co-debtor, warrants the performance of a third party or binds itself as security for the debt of a third party.
5. Non-compliance with any requirement set in the two previous paragraphs of this Article does not affect the authority to represent of the Executive Committee or the members of the Executive Committee.
6. The Executive Committee is authorised to have certain parts of its tasks performed by commissions the members of which are appointed and dismissed by the Executive Committee.

**The Executive Committee; representation.**

**Article 13.**

1. The Executive Committee represents the Association.
2. The authority to represent is also vested in the President acting jointly with

Doss : 93716 LP/al  
Coll : lp  
Cpt : 03-04-2015  
Pag : 15

the General Secretary or Treasurer, as well as the General Secretary acting jointly with the Treasurer.

3. The Executive Committee can decide to grant a power of attorney to one or more members of the Executive Committee, as well as to other parties, both jointly and separately, to represent the Association within the boundaries of said power of attorney.

**The Executive Committee; modus operandi.**

**Article 14.**

1. The President as well as at least two other members of the Executive Committee together are equally authorised to convene a meeting of the Executive Committee as often as it deems desirable tot them but at least two times a year.
2. The convening of the meetings of the Executive Committee is effected by the persons defined in the previous paragraph or on their behalf by the General Secretary, in writing, taking into account a period of at least seven days, without counting the convening day and the day of the meeting, and stating the subjects to be dealt with.
3. The meetings of the committee are held at the location to be determined by the party convening the meeting or having it convened.
4. If any provision of the two previous paragraphs has been violated, the Executive Committee can still take legally valid decisions, on the condition that the members of the Executive Committee absent during the meeting have stated before the time of the meeting not to oppose the decision-making.
5. Members of the Executive Committee can have themselves represented in writing by another member of the Executive Committee at the meeting. One member of the Executive Committee can only represent one co-

Doss : 93716 LP/al  
Coll : lp  
Cpt : 03-04-2015  
Pag : 16

member at the meeting.

6. In the meetings of the Executive Committee each member of the Executive Committee has one vote.

In so far as no larger majority has been prescribed in these Articles, all decisions of the Executive Committee are to be taken with an absolute majority of the votes cast.

If the votes are equally cast with regard to matters, the proposal will be rejected. If the votes are equally cast regarding the voting as to persons, the matter will be decided by lot.

If nobody has received an absolute majority in a vote between more than two persons, a further vote will take place between the two persons receiving the largest number of votes, if necessary after an interim vote.

7. The President presides the meetings of the Executive Committee; in his/her absence the meeting itself provides its chairmanship.

The person who is charged with the chairmanship of the meeting by the meeting in accordance with the previous sentence hereinafter in this article also referred to as: "the President".

8. The President of the meeting decides the way in which the votes are cast in the meetings, on the understanding that, if one or more members of the Executive Committee demand it, the voting with regard to persons is effected in writing.

9. The assessment regarding the outcome of a voting given by the President of the meeting will be decisive.

The same applies to the contents of a decision taken, in so far as the votes were cast with regard to a proposal not laid down in writing.

10. Minutes are drawn up of the proceedings in the meetings of the Executive Committee by the General Secretary or the person appointed to that end by



Doss : 93716 LP/al  
Coll : lp  
Cpt : 03-04-2015  
Pag : 17

the President of the meeting.

The minutes are adopted in the same or the next meeting and are signed as proof thereof by the President and the secretary of this meeting.

11. The Executive Committee can also take decisions in another way than in a meeting, on the condition that all members of the Executive Committee are granted the opportunity to cast their votes and none of them has opposed this way of decision-making. A decision will have been taken in that case, if the absolute or required larger majority of the number of members of the Executive Committee has stated to be in favour of the proposal.

Each decision taken outside a meeting will be reported in the next meeting, which report will be included in the minutes of that meeting.

12. The Executive Committee can lay down a regulation in which it provides for its modus operandi in further detail.

**The General Assembly; convening.**

**Article 15.**

1. The General Assembly is convened by the Executive Committee as often as it deems this desirable.
2. At the written request of at least twenty-five (25) Full Members or such a number of Ordinary Members as are entitled to cast one tenths of the votes in a plenary General Assembly, the Executive Committee is held to convene a General Assembly within a period of no more than four weeks. If a request is not honoured within two weeks, the requesting parties themselves can proceed to convene the General Assembly.
3. The convening of the General Assembly is effected by a written notice to the Ordinary Members with a period of at least thirty (30) days. The convening notice shall specify the business to be transacted.
4. If no convening to the General Assembly has taken place in accordance

Doss : 93716 LP/al  
Coll : lp  
Cpt : 03-04-2015  
Pag : 18

with the provisions in the previous paragraph, the General Assembly can nevertheless take legally valid decisions, on the condition that at least such a number of parties entitled to vote are present in the meeting as are entitled to cast half of the votes that can be cast in a plenary meeting and none of them nor the Executive Committee opposes the decision-making. If the convening to the General Assembly has been effected with a shorter term than prescribed, the General Assembly can nevertheless take legally valid decisions, unless such a number of parties present as are entitled to cast at least one tenth part of the votes oppose it.

The provisions of the first sentence of this paragraph apply mutatis mutandis to the decision-making of the General Assembly with regard to subjects not mentioned on the agenda.

**The General Assembly, access, right to vote.**

**Article 16.**

1. Parties that have access to the General Assembly are the non-suspended Ordinary Members, as well as those parties invited to that end by the Executive Committee and/or the General Assembly.
2. A suspended Ordinary Member has access to the General Assembly in which the decision to suspend is dealt with and said Ordinary Member is authorised to speak about it.
3. The Ordinary Members are the parties entitled to vote in the General Assembly. Each of the Full Members has one vote. In a General Assembly the sum of the votes of the Constituents equals the sum of the votes of the Full Members, with the proviso that each of the Constituents has at least one (1) vote. The voting rights at the time assigned to the Constituents shall be allotted to the Constituents in accordance with the following formula. Such a number of votes shall be allotted to each of the Constituents as

Doss : 93716 LP/al  
Coll : lp  
Cpt : 03-04-2015  
Pag : 19

corresponds to the number of times that the total number of the Constituents present or represented in said General Assembly is fully contained in the number of votes the Full Members present or represented in this specific General Assembly can cast. If the number of votes which were allotted to each of the Constituents in accordance with the preceding sentence is smaller than one (1), each Constituent is granted one vote.

4. Subsequently the votes that have not been allotted in accordance with the preceding paragraph, shall be allotted by drawing lots between the Constituents present or represented in the General Assembly in question. There shall be a separate drawing of lots for the allotment of each vote involved in the drawing. A Constituent to whom a vote is allotted through the drawing of lots shall not participate in subsequent drawings.
5. Every party entitled to exercise voting rights can grant a written power of attorney to cast its vote, to another party entitled to vote.  
A party entitled to vote can act as a attorney for no more than two Ordinary Members.
6. A unanimous decision taken by all the parties entitled to vote in the General Assembly, even if they are not gathered in a meeting, has the same power as a decision of the General Assembly, on the condition that it has been taken with the prior knowledge of the Executive Committee.

**General Assembly; modus operandi.**

Article 17.

1. The General Assemblies are presided by the President or, in his absence, by a person to be appointed by the Executive Committee, whether or not from amongst its members. If no members of the Executive Committee are present, the meeting itself will provide its chairmanship. The person who in accordance with the previous sentence is charged with the chairmanship of

Doss : 93716 LP/al  
Coll : lp  
Cpt : 03-04-2015  
Pag : 20

the General Assembly, will be hereinafter in this article also referred to as:  
the President.

2. The President determines the way in which the voting will be effected in the General Assembly in as far as the General Assembly has not determined by further regulations the way in which the voting is effected.
3. All decisions for which no larger majority is prescribed by law or in these Articles are taken by absolute majority of the votes cast.
4. The assessment of the outcome of a vote given by the President in the General Assembly is decisive. The same applies to the content of a decision taken, in so far as the vote concerns a proposal not laid down in writing.
5. Minutes are kept of the proceedings of the General Assembly by the General Secretary or a person appointed by the President.

**General Assembly; financial year; annual meeting, audit committee.**

Article 18.

1. The financial year of the Association is the calendar year.
2. Each year at least one General Assembly, which is the annual meeting, is held and this within six months after the end of the financial year, except for an extension of this period by the General Assembly.
3. In the General Assembly the Executive Committee issues its annual report about the course of events in the Association and about the policy pursued. The Executive Committee submits the balance sheet and a state of income and expenditure to the meeting during the annual meeting.  
These documents are signed by the members of the Executive Committee; if the signature of one of them is missing, this will be mentioned stating reasons.
4. The General Assembly annually appoints an Audit Committee with the task to audit the documents defined in paragraph 3 of this Article. The audit

Doss : 93716 LP/al  
Coll : lp  
Cpt : 03-04-2015  
Pag : 21

committee consists of at least two Ordinary Members who cannot be members of the Executive Committee.

The Committee provides the Audit Committee with the documents at least one month before the day on which the General Assembly will be held in which these will be dealt with. The Audit Committee audits these documents and reports about its findings to the General Assembly.

The Executive Committee is held to provide the Audit Committee with all information it has requested for its audit, to show to it, if so desired, the cash funds and assets and grant it inspection of the books and documents of the Association.

5. The General Assembly can instruct an accountant as defined in section 393, paragraph 1, Book 2, to audit the balance sheet and the statement of income and expenditure.

If an accountant has been appointed, he will report about his audit to the Executive Committee. He will lay down the outcome of his audit in a statement. This statement will be submitted to the General Assembly by the Executive Committee.

6. In the event the General Assembly uses the authority granted to it in the previous paragraph, it can also stipulate that no Audit Committee is appointed.

**Amendment of the Articles.**

**Article 19.**

1. The amendment of the Articles can solely be effected by a decision of the General Assembly convened with the notice that an amendment of the Articles will be proposed in said meeting.
2. The parties that have convened the General Assembly in order to deal with a proposal to amend the Articles have to make available for inspection to

Doss : 93716 LP/al  
Coll : lp  
Cpt : 03-04-2015  
Pag : 22

the Ordinary Members, at least five days before the day of the General Assembly, a copy of said proposal which includes the proposed amendment verbatim at a place suitable to that end until after the end of the day on which the meeting is held.

3. A decision to amend the Articles can solely be taken by the General Assembly with a majority of at least two thirds of the number of votes cast.
4. The amendment of the Articles will become effective only after a notarial deed has been drawn up and executed.

The Executive Committee as well as the members of the Executive Committee authorised to represent the Association are also authorised to have the deed of the amendment of the Articles executed.

The General Assembly can also grant other persons powers of attorney for that purpose.

5. The provisions of paragraphs 1 and 2 of this Article do not apply, if in the General Assembly all parties entitled to vote are present or represented and the decision to amend the Articles has been taken unanimously.
6. The members of the Executive Committee are held to file with the offices of the Commercial Register an officially certified copy of the deed of the amendment of the Articles and a fully continuing text of the Articles as these read after their amendment.

**Regulations.**

**Article 20.**

1. Except for the provisions in paragraph 12 of article 14, the General Assembly can lay down and amend one or more regulations in which subject matters are regulated that are not provided for in these Articles.
2. A regulation cannot contain any provisions that are in violation of the law or these Articles.

Doss : 93716 LP/al  
Coll : lp  
Cpt : 03-04-2015  
Pag : 23

3. The provisions of the paragraphs 1, 2 and 5 of article 19 shall apply mutatis mutandis to the decisions to lay down and amend a regulation.

**Dissolution and liquidation.**

Article 21.

1. The provisions of the paragraphs 1, 2, 3 and 5 of article 19 shall apply mutatis mutandis to a decision of the General Assembly to dissolve the Association.
2. The General Assembly decides on the designated use of the credit balance in its decision defined in the previous paragraph and this as much as possible in accordance with the mission of the Association.
3. The liquidation is effected by the members of the Executive Committee. If it is apparent to them that the debts of the Association will probably exceed the assets, they will file for bankruptcy, unless all known creditors, upon being asked, consent to a continuation of the liquidation outside a bankruptcy.
4. After the dissolution the Association will continue to exist in so far as this is necessary for the liquidation of its capital.  
During the liquidation the provisions of the Articles remain in force as much as possible. The words 'in liquidation' have to be added to the name of the Association in the documents and notices sent by or on behalf of the Association.
5. The Association will cease to exist at the moment when no more assets known to it or to the liquidators exist. The liquidators will inform the registers in which the Association is registered of its ceasing to exist.
6. The books and documents of the dissolved Association have to be kept for seven years after the end of the liquidation. The keeper is the party appointed to that end by the liquidators.

Doss : 93716 LP/al  
Coll : lp  
Cpt : 03-04-2015  
Pag : 24

Within eight days after the commencement of this obligation to keep, the keeper has to inform the registers in which the Association had been registered of the keeper's name and address.

Conclusion

This deed, drawn up in one original copy, was executed in Rotterdam (The Netherlands), on the date first before written.

After the substance of this deed had been stated and the content thereof had been explained to the person appearing, that person declared to have taken cognisance of this deed and not to require this deed to be read out in full. Subsequently, after a reading in part in accordance with the law, this deed was signed by the person appearing, who is known to me, and by me, Notary.