

	<b>ENGLISH TRANSLATION</b>
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Case number: 149271/H/SBO/ABA

## AMENDMENT OF THE ARTICLES THE EUROPEAN COLLEGE OF PHLEBOLOGY

On the fifteenth of May two thousand fifteen appeared before me, Klazinus Adrianus den Hartog LL.M, civil-law notary of Rotterdam:  
 mrs. Adriana Martje van Someren Brand-Bakker, working at my office, with address: 3054 RP Rotterdam, the Netherlands, Argonautenweg 17-B, born in Rotterdam, the Netherlands, on the seventeenth of September nineteen hundred sixty-six, in the present matter acting as attorney authorized in writing by the general meeting of members of the association: **The European College of Phlebology**, whose registered office is situated in Rotterdam, having its actual office in 2662 AX Bergschenhoek, municipality of Lansingerland, Brederodestraat 5, entered in the Commercial Register of the Chamber of Commerce under file number 57804605, hereinafter called: "**the Association**".

### INTRODUCTION

1. The Association was incorporated by notarial deed on the twenty-fourth of April two thousand and thirteen before me, civil-law notary.
2. The articles of the Association have not been amended since then.
3. On \* the general meeting of members of the Association resolved to amend the articles of the Association.  
 The document evidencing this resolution has been **attached** to this deed.
4. The appearer has been authorized by the general meeting of members to lay down this amendment of the articles by notarial deed.

### AMENDMENT OF THE ARTICLES

As a result of the resolution on amendment of the articles the articles shall read as follows with immediate effect:

### ARTICLES

## NAME, SEAT AND BODIES.

### Article 1.

1. The name of the association will be: **European College of Phlebology** and it will be established in Rotterdam.
2. The Association shall have two (2) bodies, namely the general meeting of members and the board.

## OBJECT.

### Article 2.

The object of the association shall be to promote phlebology education, phlebology guidelines and the quality of phlebological care in Europe, in the widest sense. Besides the association has the object to promote the activities surrounding phlebology in the Multidisciplinary Working Group of Phlebology in the **UNION EUROPÉENNE DES MÉDECINS SPÉCIALISTES (UEMS)**, established at Avenue de la Couronne 20, 1050 Brussels (Belgium), this union hereinafter also called **UEMS**.

## MEMBERS AND ADMISSION.

### Artikel 3.

1. Quality requirements of members  
Members of the Association may be legal persons that can be regarded as a **phlebology society** that underwrites the object and articles of the Association. A phlebology society shall at any rate be:
  - national or multinational (geographical) European societies; which
  - focus mainly or to a significant degree on Phlebology and develop actual activities within this specialized medical field; which
  - have articles and/or rules; and which
  - number at least twenty-five (25) members and/or affiliates.
2. Members

Members shall be the persons who have applied as members to the board in writing and have been admitted by the board as members. This shall appear from a statement issued by the board. The board shall test the member at the time of admission on the basis of the quality requirements included above in paragraph 1.

If admission is denied by the board, the general meeting of members may resolve on admission as yet.

3. Affiliates (Associates)

Affiliates of the association may be:

- a. Certified affiliates (Fellows)

A certified affiliate shall be a physician who has passed the examination held by the UEMS or who is recognized as a phlebologist in the country where he works, by having taken an examination that is recognized by the board of the association as a legitimate phlebology examination, hereinafter also called **fellow**.

Fellows shall be admitted to the general meeting of members.

Fellows shall have every right to vote (in their capacity of members of the committee of fellows) at the general meeting of members in votes on matters related to education.

b. Affiliated interested persons (Associates)

Associates shall inter alia be a physician, a paramedic or any other natural or legal person who has an interest in phlebology and also members of the phlebology societies that are members of the association.

c. Affiliated pensioners (Associates)

They shall be a physician who (at the discretion of the board) may have a special status in the association.

d. Affiliated industrial partners (Associates)

They shall be partners from industries that are connected with phlebology.

e. Affiliated students (Associates)

They shall be phlebology students. When a student becomes a certified affiliate, as referred to in article 3.a, by passing examinations, his associate status may be converted by the board into the status of a certified affiliate (fellow).

If a student has not completed his study after a period that will be determined by the board, his affiliated status shall be cancelled and he must apply anew to be admitted as an affiliate, which application shall be resolved on by the board.

4. Affiliates shall be the persons who have applied as members to the board in writing and have been admitted by the board as affiliates. This shall appear from a statement issued by the board. On the basis of the quality requirements included above in the paragraphs 1 and 3 the board shall assess whether the (legal) person will be admitted as a member or affiliate.

Affiliates are also those who are member or affiliated to a member of the association and who are listed by the member to the association. These affiliates are automatically affiliated with the association without the application of the aforementioned requirements of application and admission. The board determines to what group of affiliates the particular affiliate belongs.

Affiliates shall be bound by the articles, rules and resolutions of the association. They shall only be admitted to the general meeting of members if that meeting resolves on this (with the exception of the provisions with regard to fellows). They shall have no right to vote there (with the exception of the provisions with regard to fellows). They shall be entitled to information about inter alia guidelines, education, quality requirements and developments inside phlebology.

The arrangements made in these articles for members about admission and notice of termination with their consequences shall apply as much as possible to affiliates as well.

If admission is denied by the board, the general meeting of members may resolve on admission as yet.

5. The membership and the affiliation shall be personal and may not be transferred or be acquired by hereditary succession.  
In the event of merger or split-up of a member or affiliated legal person the membership shall end and an application for admission must be submitted anew by the succeeding legal person.
6. The board shall keep a register listing the names and addresses of all the members and affiliates.

#### **END OF THE MEMBERSHIP AND/OR AFFILIATION.**

##### **Article 4.**

1. The membership (which shall also include the affiliation in this article) shall end:
  - a. as a result of the death of the member or the affiliate;
  - b. as a result of notice of termination by the affiliate;
  - c. as a result of notice of termination by the association;
  - d. as a result of expulsion;
  - e. when a legal person is a member or affiliate of the association, its membership shall end when it ceases to exist, even if this is the result of merger or split-up;
  - f. with regard to affiliated students the affiliation shall end as a result of the passing of examinations whereby the student becomes certified or if he has not completed his study after expiry of after a period that will be determined by the board. In the above-mentioned cases a request may subsequently be submitted to the board for admission to the affiliation within another category.
2. Notice of termination of the membership by the member or the affiliate may only be given by the end of a financial year. It shall be given to the board in writing with observance of a period of notice of at least four weeks.  
If a notice of termination has not been given in time the membership shall continue until the end of the next financial year.  
The membership shall end immediately:
  - a. if it cannot be required of the member or the affiliate in reason to allow the membership to continue;
  - b. within one month after a resolution whereby the rights of the members or affiliates have been restricted or their obligations have been increased has become known or been communicated to a member or affiliate.
  - c. within one month after a member or affiliate has been informed of a resolution on conversion of the association into a different legal form or on merger.
3. Notice to terminate the membership on behalf of the association may be given by the board by the end of the current financial year:

- if a member or affiliate, after having been reminded thereof in writing repeatedly, has not fully fulfilled his financial obligations to the association for the current financial year on the first of November;
- if the member or affiliate has ceased to comply with the requirements that are imposed by the articles for the membership at that time.

The period of notice shall be at least four weeks.

If a notice of termination has not been given in time, the membership shall continue until the end of the next financial year.

The notice of termination may result in immediate termination of the membership, however, if the association cannot be required in reason to allow the membership to continue.

Notice of termination shall always be given in writing with a statement of the reasons.

4. Expulsion from the membership may only be pronounced if a member or the affiliate acts contrary to the articles, rules or resolutions of the association or if the member or the affiliate harms the association in an unreasonable manner. It shall be effected by the board, which shall inform the member or the affiliate of the resolution as soon as possible with a statement of the reasons. The relevant member or the relevant affiliate shall be empowered to appeal to the general meeting of members within one month after receipt of the notice. During the period for appeal and pending the appeal the member shall be suspended. A suspended member shall have no right to vote.
5. If the membership ends in the course of a financial year, the annual contribution shall remain payable for the whole by the member or the affiliate, unless the board resolves differently.

#### **ANNUAL CONTRIBUTION.**

##### **Article 5.**

1. The members shall be obliged to pay an annual contribution, which shall be determined by the general meeting of members.
2. The affiliates shall be obliged to pay an annual contribution, which shall be determined by the general meeting of members.
3. In special cases the board shall be empowered to grant whole or partial exemption from the obligation to pay a contribution.

#### **GENERAL BOARD.**

##### **Article 6.**

1. The general board (before and after this also called **the board**) shall consist of an odd number of at least three persons.  
Officers shall be appointed by the general meeting of members, from the fellows affiliated with the association.  
The board shall draw up further requirements that a member of the board must meet.
2. The appointment of officers shall be made from binding nominations of one or

more fellows, subject to the provisions in paragraph 3 of this article. The board as well as at least ten members shall be empowered to prepare a binding nomination. The nomination of the board shall be communicated in the convening notice for the meeting of members. A nomination by at least ten members must be submitted to the board in writing prior to the start of the meeting of members.

3. From every nomination the binding nature may be removed by a resolution of the general meeting of members passed by at least two thirds of the votes cast at a meeting of members at which at least two thirds of the members are represented.
4. If no nomination has been prepared, or if the general meeting of members resolves in accordance with the preceding paragraph to remove the binding nature from the nominations prepared, the general meeting of members shall be free in its choice.
5. If there is more than one binding nomination, the appointment shall be made from those nominations.

#### **END OF THE MEMBERSHIP OF THE BOARD – SUSPENSION.**

##### **Article 7.**

1. Every officer, even if he has been appointed for a definite period, may always be dismissed or suspended with reasons by the general meeting of members by a majority of at least two thirds of the votes cast. A suspension shall end when the general meeting of members has not resolved on dismissal within three months afterwards. At the general meeting of members the suspended officer shall be given an opportunity to account for his actions and may be assisted by counsel on that occasion.
2. Every officer shall retire at the latest three years after his appointment, in accordance with a rotation schedule to be prepared by the board. The retiring officer shall be re-eligible for a maximum of three years; anyone who is appointed to an interim vacancy shall take the place of his predecessor on the schedule.
3. The membership of the board shall furthermore end as a result of the end of the membership of the affiliation with a phlebology society and as a result of resignation.

#### **POSITIONS ON THE BOARD – RESOLUTIONS OF THE BOARD.**

##### **Article 8.**

1. The board shall designate from their number a chairman, a secretary, a treasurer and an officer for educational matters. The board may designate a replacement for each of them from their number. An officer may hold more than one position.
2. The board shall have an advisor, who has no right to vote on the board and who has no powers of representation. The advisory officer shall be a representative of the committee of industrial partners.

3. The proceedings at every board meeting shall be laid down by the secretary in minutes, which shall be adopted and signed by the president and the secretary.
4. Further rules concerning the meetings of and the resolutions passed by the board may be given in a code of rules referred to in article 20.

#### **MANAGEMENT TASK OF BOARD – REPRESENTATION.**

##### **Article 9.**

1. Subject to the limitations according to the articles the board shall be entrusted with managing the association.
2. If the number of officers has fallen below the minimum mentioned in paragraph 1 of article 6, the board shall remain empowered. The board shall be obliged, however, to convene a general meeting of members as soon as possible, at which the filling of the vacancy or the vacancies is to be discussed.
3. The executive board shall be empowered to have certain parts of its task performed under its responsibility by committees that are appointed by the board.
4. Provided that it is done with the approval of the general meeting of members, the board shall be empowered to enter into agreements to acquire, alienate and encumber registered property and to enter into agreements in which the association binds itself as surety or joint and several co-debtor, gives a guarantee for a third party or binds itself as security for a debt of a third party. The absence of this approval may not be relied on by and against third parties.
5. The board shall represent the association. The power of representation shall also be due to two members of the board acting together.

#### **COMMITTEE OF INDUSTRIAL PARTNERS.**

##### **ARTICLE 9-A.**

1. The committee of industrial partners shall consist of a representative of each industrial partner that is affiliated with the association.
2. The task of the committee of industrial partners shall be to represent the affiliated industries in the association. From the committee of industrial partners a representative shall be chosen to participate in the general management as an advisor.
3. The representative of the committee of industrial partners shall have an advisory role in the general management but he shall have no right to vote on the board and shall not be empowered to represent the association.
4. The committee of industrial partners shall be admitted to the general meeting of members.
5. Further rules concerning the meetings of and the resolutions passed by the committee of industrial partners may be given in a code of rules referred to in article 20.

#### **COMMITTEE OF FELLOWS.**

##### **Article 9-B.**

1. The committee of fellows shall consist of the affiliated fellows.

2. The task of the committee of fellows shall be to focus on the educational matters of the association.
3. The members of the committee of fellows shall have access to the general meeting of members.
4. The members of the committee of fellows shall have every right to vote at the general meeting of members in the event of votes on matters related to education.
5. Further rules concerning the meetings of and the resolutions passed by the committee of fellows may be given in a code of rules referred to in article 20.

#### **ANNUAL REPORT – ACCOUNTS.**

##### **Article 10.**

1. The financial year of the association (the association year) shall be the calendar year.
2. The board shall be obliged to keep such records of the capital position of the association that its rights and obligations may always be known from them.
3. Within six months after the end of the association year, bar extension of this period by the general meeting of members, the board shall present its annual report at the general meeting of members and render accounts for its management conducted in the past financial year with submission of a balance sheet and a statement of income and expenditure with notes. These documents shall be signed by the officers; if the signature of one or more of them is lacking, this shall be stated with the reasons.  
After expiry of the period any member may demand at law that the board fulfils these obligations.
4. If no opinion is submitted to the general meeting of members about the truthfulness of the documents referred to in the preceding paragraph by an accountant as referred to in section 2:393(1) of the Civil Code, the general meeting of members shall annually appoint from the members a committee of at least two persons, who may not be on the board. The committee shall audit the accounts of the management and shall report its findings to the general meeting of members.
5. If the audit of the accounts demands special accounting knowledge, the committee may be assisted by an expert. The board shall be obliged to supply the committee with all the information desired by it, to show it the cash and values if necessary and to allow it to inspect the books and documents of the association.
6. The charge of the committee may always be revoked by the general meeting of members but only by the appointment of another committee.
7. The board shall be obliged to keep the documents referred to in the paragraphs 2 and 3 of this article for ten years.

#### **GENERAL MEETINGS OF MEMBERS.**

##### **Article 11.**



1. In the association the general meeting of members shall have all the powers that have not been entrusted to the board by the law or the articles.
2. Annually, at the latest six months after the end of the association year, a general meeting of members - the annual meeting - shall be held. At the annual meeting inter alia the following subjects shall be discussed:
  - a. The annual report and the accounts referred to in article 10;
  - b. the report of the committee referred to in article 10;
  - c. the appointment of the committee mentioned in article 10 for the next association year;
  - d. the filling of any vacancies;
  - e. proposals of the board or the members announced in the convening notice for the meeting of members.
3. Other general meetings of members shall be held as often as the executive board deems it desirable.
4. The general meetings of members shall be held in a place at home or abroad to be designated by the board. The board shall announce the place of the meeting at least eight (8) weeks before the start of the meeting to the members.
5. Furthermore the board shall be obliged to convene a general meeting of members in not more than four weeks on the written request of at least such a number of members as is empowered to cast one tenth of the votes. If the request is not complied with within fourteen days, the persons making the request may convene the meeting themselves by making a call in accordance with article 17 or by means of an advertisement on the website of the association. The persons making the request may then charge others than officers with the chair of the meeting of members and the preparation of the minutes.

#### **MEMBERS: GROUPED BY COUNTRIES.**

##### **Article 12.**

1. The members shall be grouped by European topographical country.
2. A member (phlebology society) shall be grouped in the country where its own members or affiliates reside.  
The grouping by country shall be determined by the domicile that a member or affiliate of an international phlebology society had on the first day of the financial year.  
A member or affiliate of a national or international phlebology society shall be grouped in the same country during the whole current financial year.  
Relocation of a member during the financial year shall have no effect on the grouping of that member or that affiliate in a national or international phlebology society in a particular country during that financial year.
3. If a phlebology society has members or affiliates from different countries, it shall be grouped by these different countries in proportion to these members.

#### **GENERAL MEETING OF MEMBERS – NATIONAL DELEGATES.**

### Article 13

1. The general meeting of members shall consist of (national) delegates of the members.  
Annually these national delegates shall be chosen for every country jointly by the boards of the members in the relevant country.
2. The number of delegates per country shall amount to one (1).
3. Only members or affiliates of a national or international phlebology society who have been grouped in the relevant country may be delegates.
4. The regular election of the delegates must be held in the period within one month before and three months after the delegates have resigned.  
An interim election shall be held as soon as possible after the occurrence of a vacancy.
5. For every country the board shall prepare a list of candidates. The name, domicile and age of every candidate shall be stated.
6. In the event of an election of delegates the general meetings of members of the phlebology societies in a country shall have the power to nominate candidates. The candidates shall be placed on the list of candidates.
7. The national delegate shall be elected by means of ballot papers. These ballot papers shall state the name, domicile and age of the candidate chosen.  
The boards of the phlebology societies can also cast their votes for the delegate by an electronic means of communication, provided that the person entitled to vote has sent a legible and reproducible message via the electronic means of communication, via the address that the board has determined for this purpose and can be identified by the board on the basis thereof.
8. Every phlebology society shall cast one (1) vote for a candidate. If votes have been cast for several candidates on a ballot paper, the relevant ballot paper shall be invalid.  
The candidate for whom the most valid votes have been cast on behalf of the boards of the phlebology societies shall be chosen as national delegate. If necessary the matter shall be decided by lot. A replacement shall also be designated to act as national delegate when the person first elected is not available at the time.
9. The secretary of the board shall keep a register, in which the names and addresses of all the national delegates are included.  
If a delegate has agreed to electronic communication, the address that has been made known by the delegate for this purpose shall be included in the register.
10. Annually the delegates shall all retire at the end of the financial year. This shall also apply to the delegates who have been appointed to interim vacancies.
11. A delegate may be suspended or dismissed by the general meeting of members if the delegate acts contrary to the articles, rules or resolutions of the association or harms the association in an unreasonable manner.

The suspension shall be at most three months and may be extended by the general meeting of members by that period once. If no dismissal follows during the suspension, the suspension shall have ended after expiry of the period. At the relevant general meeting of members the delegate shall be given an opportunity to account for his actions and may be assisted by counsel on that occasion.

During the suspension the delegate cannot exercise his right to vote at the general meeting of members.

12. After dismissal of a delegate interim elections shall be held as soon as possible in the relevant country.
13. A delegate shall no longer be part of the general meeting of members in the following cases:
  - As a result of resignation at his own request;
  - as a result of death of the delegate;
  - When the delegate no longer meets the requirements as described in paragraph 3 of this article;
  - If the delegate becomes an officer of the association;
  - if the delegate is placed under a guardian or all his property is placed in administration;
  - as a result of dismissal of the delegate on the basis of a resolution of the general meeting of members;
  - if the delegate is declared bankrupt, a scheme within the framework of the debt consolidation scheme for natural persons is declared applicable to him or he receives a suspension of payments;

#### **ADMISSION AND RIGHT TO VOTE.**

##### **Article 14.**

1. Admitted to the general meeting of members shall be:
  - all national delegates (with the right to vote);
  - the members of the committee of industrial partners (no right to vote);
  - members of the board (no right to vote);
  - fellows (limited right to vote); and
  - a delegate of each member of the association (no right to vote)
 Other affiliates shall not be admitted to the general meeting of members.
2. The general meeting of members shall resolve on the admission of others than the persons referred to in paragraph 1 of this article.
3. The general meeting of members shall consist of the national delegates. This delegate with the right to vote shall represent all members/persons concerned in the phlebology societies that are members of the association in the relevant European country. Every member of the association shall have the obligation to co-operate at all times in the designation of a national delegate.
4. At the general meeting of members every national delegate shall have at least one (1) vote and at most three (3) votes. The number of votes that the delegate

may cast depends in the first place on the number of members or affiliates of the relevant phlebology societies in that country. The number of votes for every national delegate shall be determined as follows:

- a. Number of votes per national delegate
    - the national delegate from a country with national and/or international phlebology societies which jointly have up to and including two hundred and fifty (250) members/affiliates from the relevant country shall be entitled to cast one (1) vote;
    - the national delegate from a country with national and/or international phlebology societies which jointly have two hundred and fifty-one (251) up to and including seven hundred and fifty (750) members/affiliates from that relevant country shall be entitled to cast two (2) votes;
    - the national delegate from a country with national and/or international phlebology societies which jointly have more than seven hundred and fifty (750) members/affiliates from that relevant country shall be entitled to cast three (3) votes.
  - b. Double memberships  
When a (legal) person is a member/affiliate of several phlebology societies, he shall choose in which society he will be included for the count of the number of members/affiliates in connection with the right to vote. A (legal) person can only be counted once for the calculation of the right to vote of the national delegate mentioned above under (a).
  - c. Country criterion  
The division mentioned above under (a) is limited to a maximum of three (3) votes per European country.
  - d. European Venous Forum  
In deviation from the above provisions the delegate from the European Venous Forum, established in England and Wales, shall be entitled to cast one (1) vote at the general meeting of members of the association;
  - e. Fellows' right to vote  
When there is a vote at the general meeting of members on resolutions with regard to matters related to education, every fellow shall be entitled to cast one (1) vote at the general meeting of members of the association with regard to that subject.  
The members of the committee of fellows shall jointly not cast more than half the votes validly cast by the national delegates at a general meeting.
5. Annually the board shall count the number of members/affiliates of the phlebology societies per country and shall be responsible for the calculation and the allocation of the votes per country.
  6. A national delegate may have his vote cast by another national delegate authorized for the purpose in writing. A person entitled to vote may only act as

a proxy for a maximum of two (legal) persons.

#### **CHAIRMANSHIP – MINUTES.**

##### **Article 15.**

1. The general meetings of members shall be chaired by the chairman of the association or his deputy. If the chairman and his deputy are lacking, one of the other officers, to be designated by the board, shall act as chairman. If the chair is not filled in this way either, the meeting of members shall provide for this itself.
2. The proceedings at each meeting of members shall be laid down by the secretary or another person designated for the purpose by the chairman in minutes, which shall be adopted and signed by the chairman and the minutes secretary in the same or in the next general meeting of members. The persons who convene the meeting of members may have a notarial report of the proceedings prepared. The costs of this notarial report shall be for their account.

The contents of the minutes or of the official report shall be communicated to the members.

#### **RESOLUTIONS OF THE GENERAL MEETING OF MEMBERS.**

##### **Article 16.**

1. The opinion of the chairman expressed at the general meeting of members that a resolution has been passed by the meeting of members shall be decisive. The same shall apply to the contents of a resolution passed, in so far as a vote was taken about a proposal not laid down in writing.
2. If, however, immediately after the utterance of the opinion referred to in paragraph 1 of this article its correctness is contested, a new vote shall be taken, if the majority of the meeting of members or, if the original vote was not taken by poll or in writing, one person present and entitled to vote desires this. As a result of this new vote the legal consequences of the original vote shall be cancelled.
3. In so far as the articles or the law do not provide differently, all the resolutions of the general meeting of members shall be passed by an absolute majority of the votes cast.
4. Blank votes are considered votes not cast.
5. If in an election of persons nobody has received the absolute majority, a second vote or, in the event of a binding nomination, a second vote among the nominated candidates, shall be taken.  
If then again nobody has received the absolute majority, revotes shall be taken until either one person has received the absolute majority or a vote has been taken between two persons and the votes are tied.  
In the said revotes (not including the second vote) a vote shall always be taken between the persons for whom a vote was cast in the preceding vote but with the exception of the person for whom the smallest number of votes was cast in

that preceding vote.

If in that preceding vote the smallest number of votes was cast for more than one person, it shall be determined by lot for which of those persons no votes may be cast anymore in the new vote. If in a vote between two persons the votes are tied, it shall be decided by lot which of the two has been elected.

6. If the votes are tied on a proposal not concerning the election of persons, that proposal shall be rejected.
7. All the votes at the meeting shall be taken orally unless the chairman considers a written vote desirable or one of the persons entitled to vote desires this prior to the vote. A written vote shall be taken by means of unsigned, secret ballot papers.  
Resolutions may be passed by acclamation, unless a person entitled to vote desires a poll.
8. A unanimous resolution of all the persons entitled to vote, even if they are not convened at a meeting of members, shall have the same force as a resolution of the general meeting of members, provided that it is done with prior knowledge of the board.
9. As long as at a general meeting of members all the persons entitled to vote are present or represented, valid resolutions may be passed, provided that it is done unanimously, about all the subjects brought up – so also a proposal on amendment of the articles or on dissolution – even if there has been no call or it has not been made in the prescribed manner or any other prescription about calling and holding meetings of members or a formality related thereto has not been observed.

#### **CALL TO THE GENERAL MEETING OF MEMBERS.**

##### **Article 17.**

1. The general meetings of members shall be called by the board. The call shall be made in writing to the addresses of the members according to the register of members as referred to in article 3(4), to the national delegates, to the delegate of every member, the members of the committee of industrial partners and to the fellows. The period for the call shall be at least seven days.
2. The subjects to be discussed shall be mentioned in the convening notice, subject to the provisions in the articles 16.

#### **AMENDMENT OF THE ARTICLES**

##### **Article 18.**

1. No amendment of the articles of the association may be made without a resolution of a general meeting of members, called for the purpose with the statement that amendments of the articles will be proposed there, subject to the provisions in article 15(9).
2. The persons who have made the call to the general meeting of members for discussion of a proposal to amend the articles must make a copy of that proposal, in which the proposed amendment has been included verbatim,

available for inspection by the members in an appropriate place at least five days before the meeting of members until after the end of the day on which the meeting of members is held. Moreover a copy as referred to above shall be sent to all the members.

3. A resolution on amendment of the articles shall require an absolute majority of the votes cast by the national delegates present.
4. An amendment of the articles shall not take effect until it has been laid down in a notarial deed. Every officer shall be empowered to have the deed executed.
5. The officers shall be obliged to deposit an authentic copy of the deed of amendment of the articles and a completely continuous text of the articles, as they read after the amendment, at the commercial register kept by the Chamber of Commerce.

#### **DISSOLUTION.**

##### **Article 19.**

1. The association may be dissolved by a resolution of the general meeting of members. The provisions in the paragraphs 1, 2 and 3 of the preceding article shall apply accordingly.
2. The credit balance after liquidation shall fall to the persons who were members at the time of the resolution on dissolution. Each of them shall receive an equal share. In the resolution on dissolution another purpose may also be given to the credit balance.
3. The liquidation shall be effected by the board.
4. After dissolution the association shall continue to exist in so far as this is necessary for the liquidation of its capital. During liquidation the provisions of the articles shall remain in force as much as possible.  
In documents and announcements originating with the association the words "in liquidation" must be added to its name.
5. The liquidation shall end at the time at which no assets known to the liquidator are present anymore.
6. The books and documents of the dissolved association must be kept during seven years after termination of the liquidation. The keeper is the person who has been designated as such by the liquidator.

#### **CODES OF RULES.**

##### **Article 20.**

1. The general meeting of members may lay down and amend one or more codes of rules, in which subjects are regulated which are not or not completely provided for in these articles.
2. A code of rules may contain no provisions that are contrary to the law or these articles.
3. The provisions in article 17(1), (2) and (3) shall apply accordingly to resolutions on adoption and on amendment of a code of rules.

#### **ANNEXES**

The following documents have been **attached** to this deed:

- minutes of the general meeting of members.

**END**

The appearer is known to me, civil-law notary.

Whereof a deed was executed in Rotterdam on the date mentioned at the head of this deed.

The gist of the deed was stated and explained by me to the appearer, on which occasion I also pointed out the consequences that follow for the appearer from the contents of this deed.

The appearer stated that in good time before execution he/she had taken note of the contents of the deed and agreed to the contents.

This deed was read out in part and immediately afterwards signed, first by the appearer and subsequently by me, civil-law notary.