

This document is an unofficial English translation of a document prepared in Dutch. In preparing this document, an attempt has been made to translate as literally as possible without jeopardising the overall continuity of the text. Inevitably, however, differences may occur in translation and if they do, the Dutch text will govern by law. In this translation, Dutch legal concepts are expressed in English terms and not in their original Dutch terms. The concepts concerned may not be identical to concepts described by the English terms as such terms may be understood under the laws of other jurisdictions.

**DEED OF AMENDMENT OF ARTICLES OF ASSOCIATION**  
European Society for Paediatric Anaesthesiology

This day, the eighteenth day of August two thousand twenty, appears before me, Mrs Harriët van Zenderen, civil-law notary in Utrecht, the Netherlands:

Mrs Eveline Müller, born on the twenty-sixth day of January nineteenhundred sixty-three in Son en Breugel, the Netherlands, with office address at 3581 CS Utrecht, the Netherlands, Maliebaan 48a.

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1. On the twenty-second day of June two thousand twenty, the General Assembly (general meeting within the meaning of the law) of the association with full legal capacity organised under the laws of the Netherlands: **European Society for Paediatric Anaesthesiology**, with seat in Amsterdam, the Netherlands, and office address at 140 00 Praag 4, Czech Republic, NA Pankráci 17, registered with the trade register under file number 34356216, hereinafter referred to as: "ESPA", resolved to amend the articles of association of ESPA and to authorise the person appearing to have the deed of amendment of the articles of association of ESPA executed, as appears from an extract of the minutes of the meeting of the General Assembly of ESPA, which is attached to this deed.
  2. ESPA was incorporated by deed, executed on the first day of September two thousand nine before Mrs Harriët van Zenderen, civil-law notary in Utrecht, the Netherlands. The articles of association of ESPA have not been amended after its incorporation.

Pursuant to the aforementioned resolutions the person appearing declares that she hereby amends the articles of association of ESPA such that these, as per today, shall read in full as follows:

**ARTICLES OF ASSOCIATION.**

**Definitions.**

Article 1

In these articles of association the following terms shall have the following meanings:

1. General Assembly: the body referred to in section 2:40 of the Dutch Civil Code and article 13 of these articles of association, namely the general meeting of the association;
2. Executive Board, the body referred to in section 2:44 of the Dutch Civil Code and article 9 paragraph 1 and in article 12 paragraph 1 of these articles of association, namely the managing board of the association;
3. annual meeting of the General Assembly, the compulsory annual meeting of the General Assembly, referred to in article 13 paragraph 2 and in article 19 paragraph 3 of these articles of association, to be held in principle within six months after the end of the financial year;
4. annual accounts, the balance sheet and the statement of income and expenditure with the notes of the association;
5. electronically, a readable and reproducible message sent by electronic means, with the consent of the person with whom communication is being made, by respectively to the association to the address that has been made known by this person respectively the association for this purpose;
6. members, both the ordinary members, referred to in article 4 paragraph 2 of these articles of association, and the extraordinary members, referred to in article 4 paragraph 3 of these articles of association, insofar as no further distinction is made by or pursuant to these articles of association or the opposite is evident appears from the sentence;
7. membership, both the membership of the ordinary members referred to in article 4 paragraph 2 of these articles of association and of the extraordinary members referred to in article 4 paragraph 3 of these articles of association, insofar as no further distinction is made by or pursuant to these articles of association or the opposite is evident from the sentence;
8. association, the association with full legal capacity referred to in article 2 paragraph 1 of these articles of association;
9. Europe, the European territory as laid down by the World Health Organization;
10. conflict of interest, a direct or indirect personal interest that conflicts with the interests of the association and the organisation affiliated with the association.

**Name, seat and language.**

Article 2

1. The name of the association is: European Society for Paediatric Anaesthesiology.
2. The association uses as abbreviation: ESPA.
3. The association has its seat in the municipality of Amsterdam.
4. The official language of the association is English.

**Object.**

Article 3

1. The object of the association, from an angle of education, science and charity, shall be:
  - a. to promote the safety and quality of care in paediatric anaesthesiology;
  - b. to promote scientific research, training courses and education in paediatric anaesthesiology;

- c. to promote the introduction of standards and guidelines for paediatric anaesthesiology inside Europe;
  - d. to collect and distribute information in the field of paediatric anaesthesiology;
  - e. to promote friendship and a sense of fraternity among the members and also to look after the interests of the members;
  - f. and also everything that is related to the above in the widest sense or may be conducive thereto.
2. The association tries to reach its object among other things by:
    - a. organizing at least one annual European congress in the field of paediatric anaesthesiology;
    - b. publishing reports of meetings;
    - c. becoming allied to a scientific journal;
    - d. maintaining a website devoted to the objectives of the association;
    - e. organizing (having others organize) symposia and courses in the field of paediatric anaesthesiology;
    - f. creating one or more prizes to encourage a high scientific standard in respect of publications and presentations in the field of paediatric anaesthesiology;
    - g. advising, co-operating with and propagating the body of thought of the association to other professional organizations and interested parties in matters relating to paediatric anaesthesiology.
  3. The association engages in paediatric anaesthesiology in the widest sense of the word, inter alia including: peri-operative care for children, intensive care for children, treatment of pain in children and emergency medicine for children.
  4. The association is a non-profit organization.

**Members.**

Article 4

1. The association has ordinary members and extraordinary members. Only natural persons can be members of the association. The membership is personal and therefore not susceptible of transfer or transmission. The membership may be acquired by anaesthesiologists and by others that have interests in the field of paediatric anaesthesiology, provided that they are admitted as members of the association in accordance with the provisions of these articles of association.
2. Ordinary members of the association may only be natural persons:
  - a. who are physicians and who have completed an accredited education in the field of anaesthesiology and who work or reside in a European country; or
  - b. to whom exemption from the requirements for the ordinary membership described above has been granted by the Executive Board in individual cases, which exemption may be subjected to further conditions; and
  - c. who have been admitted to the ordinary membership of the association by the Executive Board or the General Assembly, in accordance with the provisions of these articles of association.

Ordinary members have access to and voting rights at the meetings of the General Assembly.

3. Extraordinary members of the association may only be natural persons:
  - a. who are physicians and who have completed an accredited education in the field of anaesthesiology, but who do not work or reside in a European country; or
  - b. who, in the opinion of the Executive Board or the General Assembly, have sufficient interest in the field of paediatric anesthesiology; or
  - c. to whom exemption from the requirements for the extraordinary membership described above has been granted by the Executive Board in individual cases, which exemption may be subjected to further conditions; and
  - d. who have been admitted to the extraordinary membership of the association by the Executive Board or the General Assembly, in accordance with the provisions of these articles of association.

Extraordinary members have access to the meetings of the General Assembly, but as such do not have voting rights at these meetings.

4. A member shall be obliged to inform the Executive Board immediately in writing or electronically of the fact that he/she no longer meets the requirements applicable to him/her for the membership set in this article.
5. The Executive Board shall keep a register of members listing the names, addresses, e-mail addresses and telephone numbers of all the members. Each member can receive an extract of his/her membership upon admission. The Executive Board ensures that the membership register is kept in such a way that the composition of the association can be known at all times. Every member shall be obliged to state his/her address and e-mail address and also any changes therein to the association immediately in writing or electronically.

#### **Accession and admission of members.**

##### Article 5

1. The application for the membership of the association shall be made in writing or electronically to the Executive Board by means of the submission of an admission form to be provided by the Executive Board.
2. The applicant will have to make it plausible to the satisfaction of the Executive Board that he/she meets the requirements of membership of the association.  
The Executive Board may reject the application if the association cannot be required in reason to grant the membership.
3. The Executive Board shall decide on the admission of a member within three months after the application and shall communicate its decision to the applicant in writing or electronically.

The admission procedure may be elaborated in more detail in a code of rules to be laid down by the General Assembly, whether or not on the proposal of the Executive Board, in which code further requirements may be imposed on the admission as a member of the association.

4. In the event of non-admission by the Executive Board the General Assembly may resolve on admission as yet.
5. A candidate rejected for the membership may not repeat his/her application in the current financial year unless the rejection states differently.

**End of membership and suspension.**

Article 6

1. The membership shall end:
  - a. as a result of the member's death;
  - b. as a result of notice of termination by the member;
  - c. as a result of notice of termination by the association;
  - d. as a result of expulsion.
2. The member's notice of termination is to be given in writing or electronically at the latest four weeks before the end of the financial year.  
 If continuation of the membership cannot be required of the member in reason the notice of termination may be given at any time with immediate effect. Furthermore the member may terminate the membership with immediate effect within one month after being informed of a resolution on conversion of the association into a different legal form, on merger or on split-off. The power of termination with immediate effect by the member shall not exist in the event of any change of monetary rights and obligations.
3. The association's notice of termination is to be given in writing or electronically at the latest four weeks before the end of the financial year. The association may terminate the membership if a member has ceased to meet the requirements imposed for the membership in the articles of association and also when the association cannot required in reason to allow the membership to continue.  
 If continuation of the membership cannot be required of the association in reason, notice of termination may be given at any time with immediate effect, which shall at any rate be the case if:
  - a. the member does not fulfil his/her obligations to the association;
  - b. the member no longer meets the requirements imposed on the membership;
  - c. the member acts contrary to the articles of association, rules or resolutions of (bodies of) the association;
  - d. the member harms the association unreasonably.
 Notice of termination by the association shall be given by the Executive Board. The relevant member shall be informed of the decision as soon as possible in writing, with a statement of reasons.
4. Notice of termination contrary to the provisions of the preceding paragraphs shall cause the membership to end at the earliest possible time following the date by which notice of termination was given.
5. Expulsion may only be pronounced if a member acts contrary to the articles of association, rules or resolutions of (bodies of) the association or harms the association in an unreasonable manner. Expulsion from the membership shall be effected by the Executive Board.

The relevant member shall be informed of the decision as soon as possible in writing, with a statement of the reasons.

6. From a resolution to terminate the membership by the association on the ground that the association cannot be expected in reason to allow the membership to continue and from a resolution on expulsion by the Executive Board the person concerned may appeal to the General Assembly within six weeks after the day of receipt of the notification of the decision.

During the period for appeal and pending the appeal the member shall be suspended.

7. Subject to the above provisions about termination of the membership by the association, if a member does not fulfil his/her obligations to the association, a member may be suspended by the Executive Board if and for as long as he/she does not, not fully or not in time fulfil his/her obligations to the association. The person concerned may appeal to the General Assembly from a decision on suspension of the membership by the Executive Board within six weeks after receipt of the notification of the decision.

Further provisions concerning suspension of members may be included in the bye-laws.

#### **Annual contributions and obligations.**

##### Article 7

1. The members shall be obliged to pay an annual contribution, whose amount shall be determined by the Executive Board, which determination shall require the approval of the General Assembly. The members may be classified by the Executive Board, with the approval of the General Assembly, into categories that pay different annual contributions.
2. Provided that it is done with the approval of the General Assembly, the Executive Board shall be empowered to grant full or partial exemption from the obligation to pay an annual contribution in exceptional cases.
3. If the membership ends in the course of a financial year, the annual contribution shall nevertheless remain due for the whole year.
4. Provided that it is done with the approval of the General Assembly, the Executive Board shall be empowered to attach obligations to the membership of the association.

#### **Financial resources of the association.**

##### Article 8

1. The financial resources of the association shall consist of:
  - a. the annual contributions of the members;
  - b. other contributions of the members or of others, including registration fees of congresses, courses and symposia;
  - c. donations, testamentary dispositions and specific legacies;
  - d. subsidies;
  - e. income from capital; and
  - f. other gains.
2. Testamentary dispositions may only be accepted with the benefit of inventory.

#### **Executive Board: composition, positions, appointment and remuneration.**

##### Article 9

1. The Executive Board shall consist of at least five and at most ten natural persons, including a chairman, hereinafter called: the "president", a vice-president, hereinafter called: the "vice-president", a secretary and a treasurer.
2. The actual composition of the Executive Board must be such that at least two thirds of the number of members of the Executive Board in office are not relations by blood or affection (down to the second degree) of each other and do not carry on a common household with each other.
3. The actual composition of the Executive Board must be such that not more than two of the members of the Executive Board in office work or reside in the same country. The General Assembly shall be empowered, however, to make exceptions from this provision in exceptional circumstances.
4. All the members of the Executive Board shall be appointed by the General Assembly, in accordance with the provisions of this article and in article 16. This may also be done without a meeting of the General Assembly, such as by means of votes via the mail or electronically as referred to in article 16 paragraph 11.  
The members of the Executive Board appoint from among themselves the president, the vice-president, the secretary and the treasurer, subject to the provisions of paragraph 14 and article 10 paragraph 3. Only persons who have been a member of the Executive Board for at least one year can be appointed in these positions.
5. The Executive Board shall determine the number of members of the Executive Board with observance of the minimum provided in paragraph 1. The appointment shall be made from the ordinary members.
6. The members of the Executive Board shall be appointed from one or more nominations, subject to the provisions of paragraph 9. Both the Executive Board and every individual member shall be empowered to make such a nomination.
7. The nomination of the Executive Board for the appointment of a member of the Executive Board shall be communicated in the convening notice for the meeting. A nomination by an individual ordinary member for the appointment of a member of the Executive Board must be submitted to the Executive Board prior to the start of the meeting in writing or electronically and this in such a timely manner that it can be communicated in the convening notice for the meeting.
8. Each nomination referred to in the preceding article can be undone by a resolution of the General Assembly passed by an absolute majority of the votes cast.
9. If no nomination has been prepared for the appointment of a member of the Executive Board, or the General Assembly resolves in accordance with the provisions of the preceding article to undo the nomination made, the General Assembly shall be free in its choice, with the understanding that only ordinary members can be appointed as members of the Executive Board.
10. If there is more than one nomination for the appointment of a member of the Executive Board, the appointment shall be made out of those nominations.

11. The members of the Executive Board shall receive no reward for their work. They shall be entitled, however, to compensation of the expenses incurred by them in the performance of their position, in so far as these expenses are not exorbitant.
12. The appointment of the president shall not be made earlier than one year before the appointed person takes office as such. After his/her appointment the appointed person shall have the position of president-elect of the association, hereinafter called: the "president-elect".
13. Without prejudice to the provisions of article 10 paragraph 2, the president shall remain a member of the Executive Board with the position of past-president, hereinafter called: the "past-president", for a maximum period of three years after termination of his/her period of office as president or until a president-elect has been appointed.
14. The position of vice-president shall be held by the president-elect or the past-president; if both the president-elect and the past-president are lacking, the Executive Board shall appoint another of its members as vice-president.

**End of membership of the Executive Board, dismissal, suspension, periodic retirement.**

Article 10

1. Each member of the Executive Board, even if he/she has been appointed for a definite period, may always be dismissed or suspended by the General Assembly. A resolution of the General Assembly on suspension or dismissal of a member of the Executive Board may only be passed by a majority of at least two thirds of the votes cast. A suspension that has not been followed within three months by a resolution on dismissal shall end on expiry of that period.
2. Each member of the Executive Board shall retire at the latest three years after his/her appointment, without prejudice to the provisions of paragraph 3. The Executive Board shall adopt a retirement schedule that provides for periodical retirement of members of the Executive Board and shall be empowered to alter this schedule.  
Adopting or changing the retirement schedule cannot result in a sitting member of the Executive Board to resign against his/her will before the period for which he/she has been appointed has expired. Each resigning member of the Executive Board is, consecutively or not, but in principle only eligible for reappointment twice, each time for a maximum period of three years. In an exceptional case, a retiring member of the Executive Board can be reappointed for a third time, consecutively or not, again for a maximum period of three years; such a decision to reappoint a member of the Executive Board can only be taken by the General Assembly with a majority of at least three quarters of the votes cast.

Without prejudice to the provisions of the preceding sentence, the provisions of these articles of association regarding the appointment of members of the Executive Board apply mutatis mutandis to the reappointment of members of the Executive Board. Anyone who is appointed to an interim vacancy will, in principle, take the place of his/her predecessor on the retirement schedule.



3. The period of office of the president as such is two years, irrespective of the number of years that he/she has already acted as a member of the Executive Board. The president cannot be reappointed as such.
4. A member of the Executive Board shall retire:
  - a. as a result of his/her death;
  - b. by resigning voluntarily;
  - c. by the expiry of the period for which he/she has been appointed or by his/her resignation in accordance with the retirement schedule referred to in paragraph 2;
  - d. as a result of his/her dismissal by the General Assembly;
  - e. because he/she is declared bankrupt or applies for a suspension of payments;
  - f. as a result of the appointment of a guardian over him/her, and also following a judicial decision whereby an administration of one or more of his/her goods is instituted because of his/her physical or mental condition;
  - g. because he/she disturbs the required actual composition of the Executive Board as referred to in paragraph 2 of the preceding article; if this circumstance occurs, the Executive Board shall determine which of the relevant members of the Executive Board shall retire;
  - h. as a result of the end of the ordinary membership of the association.

**Executive Board: resolutions.**

Article 11

1. The proceedings at every meeting of the Executive Board shall be laid down in minutes. These minutes shall be adopted by the Executive Board at the next meeting of the Executive Board. In deviation from the matters provided by the law on the subject, the opinion of the chairman about the realization and the contents of a resolution of the Executive Board shall not be decisive.
2. The Executive Board shall meet at least twice a year and furthermore as often as the president or at least two members of the Executive Board consider this desirable.
3. Meetings of the Executive Board shall be held in the place determined in the call.
4. Meetings of the Executive Board shall be called in writing or electronically by or on behalf of the president with observance of at least seven days' notice, not counting the day of the call and that of the meeting.

On a relevant request by at least two members of the Executive Board the president must proceed to calling a meeting of the Executive Board within one week after receipt of that request, failing which the persons making the request may (have others) call the meeting themselves.

The convening notice shall contain the date, the hour and the place of the meeting of the Executive Board, and also the agenda.

5. As long as at a meeting of the Executive Board all the members of the Executive Board in office are present or represented, valid resolutions may be passed on all subjects brought up, provided that it is done by a unanimous vote, even if the prescriptions given by these articles of association for calling and holding meetings of the Executive Board have not been observed.

6. Admitted to the meeting of the Executive Board shall be the members of the Executive Board and also those persons who have been appointed for this purpose by the Executive Board. The non-members of the Executive Board invited in this way may speak during the meeting if the chairman of the meeting gives them the floor.
7. The president shall chair the meetings of the Executive Board. In the absence of the president, the vice-president shall chair the meetings of the Executive Board. In the absence of both the president and the vice-president the Executive Board shall choose its own chairman of its meetings.
8. The Executive Board may only pass valid resolutions at a meeting of the Executive Board at which at least half the members of the Executive Board in office are present or represented. A member of the Executive Board may be represented by another member of the Executive Board by written proxy. The requirement of the proxy being in writing shall be met if the proxy has been laid down electronically. A member of the Executive Board may cast his/her vote as a proxy only for one other member of the Executive Board.
9. Every member of the Executive Board shall be entitled to cast one vote at a meeting of the Executive Board.
10. A member of the Executive Board shall not participate in the deliberations and voting in case he/she has conflict of interest. The Executive Board shall in such a case lay down in (an annex to) the minutes of the meeting with respect to which subject(s) and which member(s) of the Executive Board there was a conflict of interest.  
If, however, the majority of the members of the Executive Board in office have a conflict of interest, all members of the Executive Board are permitted to participate in the deliberations and voting of the Executive Board and this board shall decide. A decision by the Executive Board on a subject in which a member of the Executive Board has a conflict of interest is subject to the approval of the General Assembly.
11. In so far as nothing else has been provided in these articles of association, all resolutions at meetings of the Executive Board shall be passed by an absolute majority of the votes cast. Invalid and blank votes shall be considered not to have been cast. If the votes are tied, the proposal shall be rejected.
12. All votes at meetings of the Executive Board shall be taken orally. The chairman of the relevant meeting of the Executive Board may determine, however, that the votes shall be cast in writing. If it concerns an election of persons any person entitled to vote and present may also desire that the votes are cast in writing. A written vote shall be taken by means of unsigned ballot papers.
13. The Executive Board may also pass resolutions in another way than at a meeting, provided that all the members of the Executive Board in office are given an opportunity to cast their votes and they have all declared in favour of the proposal in writing or electronically. A resolution passed without a meeting shall be laid down by the secretary in a record, which shall be adopted at the next meeting of the Executive Board. The record thus adopted shall be added to the minutes together with the documents referred to in the first sentence of this paragraph.

14. Subject to the provisions of the preceding paragraphs a member of the Executive Board may also participate in meetings of the Executive Board, speak at it and cast his/her votes by means of an electronic means of communication, including by telephone. For this purpose it shall be required that via the electronic means of communication the member of the Executive Board i) can be identified, ii) can follow the proceedings at the meeting direct, iii) can participate in the consultation and iv) can exercise the right to vote.
15. Further rules about the meetings and the resolutions of the Executive Board and about voting at meetings of the Executive Board by means of an electronic means of communication may be laid down by the Executive Board in a code of rules.

**Executive Board: task and representation.**

Article 12

1. Subject to limitations according to the articles of association the Executive Board shall be entrusted with managing the association.
2. Each member of the Executive Board is obliged vis-à-vis the association to properly fulfill his/her duties and thereby to be guided by the interests of the association and the organisation affiliated with the association.
3. The Executive Board shall be empowered to have certain parts of its task performed by committees under its responsibility or to be advised by committees. The members of a committee shall be appointed from the members by the Executive Board, which shall also appoint the chairman of a committee in office and lay down the tasks and powers of a committee. The chairman of a committee may be granted power by the Executive Board to appoint the other members of the relevant committee; this power may be subjected to conditions.  
The members and the chairman of a committee may always be dismissed by the Executive Board. A resolution of the Executive Board on dismissal of a member or the chairman of a committee may be passed by an absolute majority of the votes cast.
4. The Executive Board shall announce to the members any institution or discontinuation of a committee and the appointment or dismissal of the members and of the chairman of a committee.
5. Further rules about the institution, organization, task, method of work, powers and the manner of appointment of the members and the chairman of a committee and also about the calling and decision-making of a committee shall be laid down in one or more codes of rules to be determined by the Executive Board with the approval of the General Assembly.
6. In the event that one or more members of the Executive Board are prevented from acting or are failing, the remaining members of the Executive Board or the only remaining member of the Executive Board shall temporarily be in charge of the management.  
However, the Executive Board is obliged to convene a meeting of the General Assembly as soon as possible, in which the filling of the open vacancy or vacancies is discussed.

In the event that all members of the Executive Board or the only member of the Executive Board is prevented from acting or is failing, the person designated for this purpose by the General Assembly shall temporarily be in charge of the management. A member of the Executive Board is deemed to be prevented from acting if he/she is suspended, sick or if he/she cannot be contacted, provided that, where the member of the Executive Board is sick or cannot be contacted, the possibility of contact between the member of the Executive Board and the association did not exist for a period of at least thirty days, unless the General Assembly, in a specific case, decides otherwise.

7. Provided that it is done after obtaining approval from the General Assembly, the Executive Board shall be empowered to enter into agreements to acquire, alienate and encumber registered property and also to enter into agreements in which the association binds itself as surety or several co-debtor, gives a guarantee for a third party or binds itself as security for a debt of a third party and to represent the association with regard to these acts. The absence of this approval may be relied on against third parties.
8. Subject to the provisions of the preceding article, the association shall be represented by:
  - a. the Executive Board;
  - b. or two jointly acting members of the Executive Board.
9. Without prejudice to the provisions of paragraph 12, in all cases where the association has a conflict of interest with one or more of the members of the Executive Board, the provisions of paragraph 8 remain unaffected.
10. If there is a (potential) conflict of interest, the member of the Executive Board concerned shall report this immediately to the president and shall provide all relevant information. If it concerns the president himself/herself, he/she shall report this to another member of the Executive Board. Outside the presence of the member of the Executive Board concerned the Executive Board then takes a position on this. Whether there actually is a conflict of interest is at the discretion of the Executive Board.
11. The Executive Board may resolve on granting power of attorney to one or more members of the Executive Board, and also to third parties, to represent the association within the limits of that power of attorney.
12. If and for as long as this is stipulated in section 2:47 of the Dutch Civil Code, the General Assembly may in all situations in which the association has a conflict of interest with one or more of the members of the Executive Board designate one or more persons to represent the association.

### **General Assembly.**

#### Article 13

1. In the association the General Assembly shall have all the powers that have not been entrusted to the board by the law or the articles.
2. The annual meeting of the General Assembly shall be held within six months after the end of the financial year, in accordance with the provisions of article 19 paragraph 3, bar extension of this period by the General Assembly. At the annual meeting of the General Assembly attention shall at any rate be given to:

- a. the annual report of the Executive Board;
  - b. the approval of the annual accounts as referred to in article 18, with the report of the accountant or committee referred to therein;
  - c. the filling of any vacancies;
  - d. granting discharge from liability to the members of the Executive Board for the policy conducted during the past financial year, in so far as that policy appears from the annual accounts or statements have been made in the General Assembly about that policy;
  - e. the adoption of the budget of the Executive Board;
  - f. the approval of the annual contribution to be determined by the Executive Board; and
  - g. the proposals of the Executive Board or of such a number of ordinary members as is entitled to cast at least one tenth of the number of votes that may be cast at a full meeting of the General Assembly, announced in the convening notice for the General Assembly.
3. Other meetings of the General Assembly shall be held as often as the General Assembly deems this desirable.
  4. On the written request of at least such a number of ordinary members as is entitled to cast at least one tenth of the number of votes that may be cast at a full meeting of the General Assembly, the Executive Board shall furthermore be obliged to call a meeting of the General Assembly at not less than thirty days' notice. The requirement of the request being in writing shall be met if the request has been laid down electronically. If the request is not granted within fourteen days, the persons making the request may convene that meeting themselves by making a call in accordance with the provisions of article 17 or by advertisement in at least one national daily newspaper, with observance of the period of call referred to in article 17. The persons making the request may then charge others than the members of the Executive Board with the conduct of the meeting of the General Assembly and the keeping of the minutes.

**Admission and right to vote.**

Article 14

1. All members of the association shall be admitted to the meetings of the General Assembly. Admission shall furthermore be granted to persons invited for this purpose by the Executive Board.  
Not admitted shall be suspended members and suspended members of the Executive Board.
2. The chairman of the meeting of the General Assembly shall decide on admission of others than the persons referred to in paragraph 1.
3. Ordinary members shall have the right to speak at the meetings of the General Assembly. Extraordinary members and other persons present shall have this right if and in so far as the chairman of the meeting of the General Assembly has given them the floor.

4. Any ordinary member that is not suspended shall be entitled to cast one vote at the meeting of the General Assembly.
5. An ordinary member entitled to vote may have his/her vote cast at the meeting by proxy given to another ordinary member entitled to vote. The requirement of the proxy being in writing shall be met if the proxy has been laid down electronically. As a proxy an ordinary member entitled to vote may only cast his/her vote at the meeting for one other ordinary member.
6. Subject to the provisions of the preceding paragraphs an ordinary member entitled to vote may also participate in meetings of the General Assembly, speak and cast his/her votes at it by an electronic means of communication. For this purpose it shall be required that via the electronic means of communication the ordinary member entitled to vote i) can be identified, ii) can follow the proceedings at the meeting direct, iii) can participate in the consultation and iv) can exercise the right to vote.
7. Further rules about participation in and voting at meetings of the General Assembly by means of an electronic means of communication may be laid down in the bye-laws.

**Chairmanship and minutes of the General Assembly.**

Article 15

1. The meetings of the General Assembly shall be chaired by the president. If the president is lacking, the vice-president shall act as chairman. If the vice-president is also lacking, one of the other members of the Executive Board, to be designated by the members of the Executive Board present, shall act as chairman. If the chair is not filled in this way either, the General Assembly shall provide for this itself.
2. The proceedings at every meeting of the General Assembly shall be laid down in minutes. These minutes shall be adopted at the same or at the next meeting of the General Assembly and signed as proof thereof by the chairman of the relevant meeting and by the person who has prepared the minutes. Those who convene the General Assembly may have a notarial report of the proceedings prepared. The contents of the minutes or of the official report shall be communicated to the members.

**Resolutions of the General Assembly.**

Article 16

1. The opinion of the chairman expressed at the meeting of the General Assembly about the outcome of a vote shall be decisive. The same shall apply to the contents of a resolution passed, in so far as a vote was taken on a proposal not laid down in writing.
2. If, however, immediately after the utterance of the opinion referred to in the preceding paragraph its correctness is contested, a new vote shall be taken, if the majority of the General Assembly 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 of association or the law do not provide differently, all the resolutions of the General Assembly shall be passed by an absolute majority of the votes cast.
4. Invalid and blank votes shall be considered not to have been cast.

5. Votes concerning persons shall be taken in writing or electronically. If in an election of persons nobody has received the absolute majority, a second vote shall be held. 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 these 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 the preceding 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. If lots are to be drawn, the chairman of the meeting or, in the event of an election without a meeting, the president shall determine the method of drawing lots.
6. If the votes are tied on a proposal not concerning an election of persons, it shall be rejected.
7. All votes not concerning persons shall be taken orally, unless the chairman of the meeting considers a written vote desirable or one or more of the persons entitled to vote desire(s) this before 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 ordinary members entitled to vote, even if they are not convened at a meeting of the General Assembly, shall have the same force as a resolution of the General Assembly, provided that it is passed with prior knowledge of the Executive Board.
9. As long as at a meeting of the General Assembly all the ordinary members 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 of association 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 the General Assembly or a formality related thereto has not been observed.
10. After the call to a meeting of the General Assembly until two days before this meeting is held an ordinary member entitled to vote may cast his/her vote in writing or electronically about a proposal included verbatim in the convening notice. This vote shall be equated with votes that are cast at the time of the meeting. Voting in this manner shall be done by means of a written communication to the secretary of the Executive Board. The requirement of the statement being in writing shall be met if the statement has been laid down electronically.
11. The General Assembly may also pass resolutions in another manner than at a meeting concerning the appointment of members of the Executive Board, provided that all the ordinary members entitled to vote are given an opportunity to cast their votes in writing or electronically. A resolution passed without a meeting shall be laid down by the secretary of the Executive Board in a report, which shall be adopted at the next meeting of the General Assembly. The record thus adopted shall be added to the minutes together with the documents referred to in the first sentence of this paragraph.

### **Call of General Assembly.**

#### Article 17

1. The meetings of the General Assembly shall be called, subject to the provisions of article 13 paragraph 4, by the Executive Board. The call shall be made by dispatch of a written announcement to the addresses of all the members according to the register of members. The call may also be made by a legible and reproducible message sent electronically to the address that has been made known by the member to the association. The call shall also be made via the website of the association. The convening period shall be at least seven days, not counting the day of the call and that of the meeting.
2. The subjects to be discussed shall be mentioned in the convening notice, subject to the provisions of the articles 19 and 20.

### **Financial year, annual report annual accounts and accountability.**

#### Article 18

1. The financial year of the association shall run from the first of July through the thirtieth of June of the succeeding year.
2. The Executive 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. At the annual meeting of the General Assembly within six months after the end of the financial year, bar extension of this period by the General Assembly, the Executive Board shall present an annual report about the course of business in the association and about the policy conducted. The Executive Board shall submit the annual accounts to the General Assembly for approval, accompanied, if an order to audit the annual accounts has been given to an accountant as referred to in the next paragraph, by a statement about its faithfulness coming from this accountant. The annual accounts shall be signed by all the members of the Executive Board; if the signature of one or more of them is lacking, this shall be stated with the reasons. After expiry of the period every member of the joint members of the Executive Board may claim at law that they fulfil these obligations.
4. The association can give an order to audit the annual accounts to an accountant referred to in section 2:393 subsection 1 of the Dutch Civil Code. The General Assembly shall be empowered to grant the order to the accountant. If it does not do so, the Executive Board shall have this power. The accountant shall report to the Executive Board on his/her audit; he/she shall lay down the outcome of his/her audit in an opinion about the faithfulness of the annual accounts. If an order to audit the annual accounts has been given to an accountant, the Executive Board shall, for the benefit of his/her audit, be obliged to give the accountant all the information requested by him/her, to show him/her the cash and the values if desired and to make available the books, documents and other data carriers of the association for inspection.
5. If no order to audit the annual accounts has been given to an accountant as referred to in the preceding paragraph, the General Assembly shall annually appoint from among the ordinary members a committee consisting of at least two persons, who may not be a



member of the Executive Board. The committee audits the annual accounts and reports its findings to the General Assembly. The Executive Board shall, for the benefit of its audit, be obliged to give the committee all the information requested by it, to show it the cash and the values if desired and to make available the books, documents and other data carriers of the association for inspection.

If the audit requires special accounting knowledge, the committee may be assisted by an expert.

6. The burden of the committee referred to in the preceding paragraph can be revoked at any time by the General Assembly, but only by the appointment of another committee.
7. Approval of the annual accounts by the General Assembly shall not discharge the members of the Executive Board from liability for the policy conducted during the past financial year.

After the proposal for approval of the annual accounts has been discussed the General Assembly shall be made the proposal to grant discharge from liability to the members of the Executive Board for the policy conducted by them during the past financial year, in so far as that policy appears from the annual accounts or statements have been made about that policy in the General Assembly.

8. The Executive Board shall be obliged to keep the documents referred to in the preceding paragraphs during seven years, without prejudice to the provisions of paragraph 9 below.
9. The particulars placed on a data carrier, with the exception of the balance sheet and statement of income and expenditure committed to paper, may be transferred to and stored on another data carrier, provided that the transfer is made with the correct and complete representation of the data and these data are available during the entire period of storage and can be made legible within a reasonable period.
10. If and for as long as the association has been classified by the Tax and Customs Administration as an Institution for Public Welfare, the association shall have an up-to-date policy plan that provides insight into the work to be done by the association, the method of collecting moneys, the management of the capital of the association and its expenditure.

**Amendment of the articles of association.**

Article 19

1. No amendment of the articles of association of the association may be made without a resolution of the General Assembly, at a meeting called for this purpose with the statement that an amendment of the articles of association will be proposed there. The period for calling such a meeting of the General Assembly shall be at least thirty days.
2. The persons who have made a call to the meeting of the General Assembly for discussion of a proposal to amend the articles of association must make available for inspection by the members a copy of that proposal, in which the proposed amendment has been included verbatim, in an appropriate place at least fourteen days before the meeting of the General Assembly until after the end of the day on which the meeting is held.

3. A proposal on amendment of the articles of association shall require a majority of at least two thirds of the votes cast.
4. An amendment of the articles shall not take effect until it has been laid down in a notarial deed. Every member of the Executive Board shall be independently empowered to have such a deed executed.
5. The Executive Board shall see to it that the articles of association are reconsidered at least once in every ten years by a committee to be instituted for this purpose by the Executive Board.

**Dissolution and liquidation.**

Article 20

1. The association may be dissolved by a resolution of the General Assembly. The provisions of the paragraphs 1, 2 and 3 of the preceding article shall apply accordingly to such a resolution.
2. In the event of dissolution of the association its capital shall be liquidated by the members of the Executive Board, if and in so far as the General Assembly does not provide differently.
3. In the resolution on dissolution the General Assembly shall determine the use of any balance of the capital of the dissolved association after payment of the creditors, on the understanding that any balance of the capital of the dissolved association left after payment of the creditors shall be distributed in conformity with the object of the association to an Institution for Public Welfare with a comparable object or to a foreign institution that exclusively or almost exclusively serves the public benefit and that has a similar object.
4. The books, documents and other data carriers of the dissolved association shall be kept for the period specified by law for this purpose by the person designated for this purpose by the liquidators.

**Bye-laws and other codes of rules.**

Article 21

1. In the bye-laws and other codes of rules of the association those subjects shall be regulated that have not or not completely been regulated in these articles of association.
2. The bye-laws and other codes of rules of the association may not be contrary to the law, also where it does not contain any coercive law, and these articles of association.
3. In so far as nothing else has been provided in these articles of association, the codes of rules of the association, including the bye-laws, shall be adopted by the Executive Board with the approval of the General Assembly.
4. The provisions of the paragraphs 1, 2 and 3 of article 19 shall apply accordingly to a resolution on adoption or amendment of the bye-laws or of another code of rules of the association to be adopted by the General Assembly, whether or not on the proposal of the Executive Board.

**Final provision.**

Article 22

The Executive Board shall decide in all cases not provided for by the law, these articles of association or the bye-laws and other codes of rules of the association.

**FINAL STATEMENTS**

Finally, the person appearing declares:

1. All members of ESPA as referred to in article 1 paragraph 6 of the articles of association of ESPA currently in force have, under the suspensive condition and as of the date of entry into force of this amendment to the articles of association of ESPA, therefore from now on, been admitted by the Executive Board (the board within the meaning of the law) of ESPA to the ordinary membership of ESPA as referred to in article 4 paragraph 2 of the articles of association of ESPA included in this deed or to the extraordinary membership of ESPA as referred to in article 4 paragraph 3 of the articles of association of ESPA included in this deed.
2. The members of the Advisory Council of Representatives of ESPA as referred to in article 19 of the articles of association of ESPA currently in force have, under the suspensive condition and per the day following the date of entry into force of this amendment to the articles of association of ESPA, therefore with effect from the nineteenth day of August two thousand and twenty, voluntarily resigned as such.

The person appearing is known to me, civil-law notary.

WHEREOF DEED is executed in Utrecht, the Netherlands, on the date first written in the head of this deed.

After having conveyed the contents of this deed and after having given an explanation thereof to the person appearing, she declared that she has timely had the opportunity to take cognisance of the contents of this deed and that she agrees therewith.

Further, immediately after limited reading of this deed, it is signed by the person appearing, and by me, civil-law notary.