



E U R O P E A N  
A S S O C I A T I O N F O R  
B O D Y -  
P S Y C H O T H E R A P Y

**Connecting professionals, exchanging expertise, enabling collaboration**

## **EABP ARTICLES OF ASSOCIATION**

**13 December 2016**

### **PREAMBLE:**

On the twentieth day of December nineteen hundred and eighty-eight in Oslo, Norway, the European Association for Body Psychotherapy (EABP) was founded as an association governed by Swiss law.

On the thirteenth December two thousand and sixteen the EABP was transferred to Amsterdam, the Netherlands, incorporated by notarial deed and governed by Dutch law. It is considered the continuance of the European Association for Body Psychotherapy governed by Swiss law.

### **ARTICLES OF ASSOCIATION**

#### **Article 1**

##### **Name and registered office**

1. The name of the association is:  
**EUROPEAN ASSOCIATION FOR BODY PSYCHOTHERAPY.**  
The short name of the association is: EABP. The association is also referred to as:  
Europese Vereniging voor Lichaamsgerichte Psychotherapie.
2. The registered office of the association is in the municipality of Amsterdam, the Netherlands.
3. The EABP is established in accordance with Dutch Law.

#### **Article 2**

##### **Objects**

1. The objects of the EABP are:
  - a. to act as an accrediting organization for European body psychotherapists and safeguard their professional quality:
    - to develop and promote professional and ethical standards;
    - to assist its members in professional, ethical, educational and national registration issues;
  - b. to get body psychotherapy and its benefits known and respected by health professionals and institutions as well as by the general public:
    - to support the spread of written and visual material on body psychotherapy;
    - to seek official recognition where necessary so that body psychotherapy can be practiced legally in all European countries;
  - c. to provide an inclusive, international platform for exchange of knowledge and experience, of information and dialogue among its members, to further their scientific, creative and special knowledge and practice, including and integrating different currents in body psychotherapy:
    - to develop, organize and support professional activities including the organization of congresses, workshops, seminars, symposia, etcetera;
    - to further scientific research as well as clinical and theoretical development in body psychotherapy;
  - d. to explore how specific knowledge and experience of body psychotherapy can be applied in other fields, including educational, social and medical fields;
  - e. to further awareness about how EABP members can function as agents of ethical responsibility in society and give directions to health and human rights issues;
  - f. all that is related to or conducive to the foregoing, all in the broadest sense of the meaning.
2. The EABP does not aim to make a profit.

#### **Article 3**

##### **EABP Membership**

1. The EABP has the following categories of members (as defined in Title 2 of Book 2 of the Dutch Civil Code):
  - a. natural persons as (full) member;
  - b. natural persons as honorary member;
  - c. legal entities as organisational member.
2. The categories of members referred to in paragraph 1 have the right to attend and vote in the meetings of the general assembly.
3. The EABP also has candidate members, student members and associate members. They are not members as defined in Title 2 of Book 2 of the Dutch Civil Code and therefore do not have the right to vote in the general meetings. They have the right to attend the meetings of the general assembly.

4. The general assembly determines the criteria that apply to the categories of membership referred to in paragraph 1 and 3. They are hereinafter referred to as: "EABP members". The organisational members are institutes for the training of body psychotherapists, professional associations of body psychotherapists or other organisations with a special interest in body psychotherapy.
5. An EABP member is a person who has made an application to that effect and who is admitted as an EABP member by the board of directors or is admitted as an EABP member on behalf of the board of directors by a national association holding a proxy. If an applicant is refused as EABP member, the applicant is not authorised to appeal at the general assembly.
6. The board of directors keeps a register, in which names and addresses of all the EABP members are recorded. EABP members are obliged to inform the board of directors of the aforementioned information as well as any amendments to the information.
7. The EABP membership is personal and cannot be transferred or obtained by succession.

#### **Article 4**

##### **Termination of EABP membership**

1. The EABP membership ends:
  - a. upon the death of the EABP member or, in case of an organisational member, upon the moment the organisational member ceases to exist;
  - b. upon resignation of the EABP member;
  - c. upon notice of termination by the EABP;
  - d. upon expulsion *by the EABP*.
2. Membership can be terminated only per the end of a financial year. The notice shall be given in writing to the board of directors, with due observance of a term of notice of at least four weeks. If the notice of termination by the EABP member has not been done in time, the EABP membership will end by default as per the end of the following financial year.
3. The EABP membership *can be terminated* immediately:
  - a. if according to the board of directors, the EABP can not reasonably be expected to continue the membership;
  - b. within a month after an EABP member has been informed of a resolution in which the rights of an EABP member have been limited or the obligations have been extended. A change in the yearly contribution will not be a ground for immediate termination of the membership;
  - c. within *one month* after a member has been informed of the change of the EABP into another legal entity, or of the change because of a legal merger or legal split.
4. Notice of termination of the membership by the EABP can be given by the board of directors by the end of a financial year:
  - a. when an EABP member after repeated written requests has not, or not fully, fulfilled his financial obligations to the EABP;
  - b. when the EABP member involved no longer meets the requirements for membership laid down in these articles of association.
5. The terms of notice of termination by the EABP is also at least four weeks. If a notice of termination has not been done in time, the membership will run till the end of the following financial year. The notice of termination can have the consequence that the membership will be immediately terminated if the EABP cannot reasonably be expected to continue the membership. The notice of termination will be in writing, hereunder understood e-mail, with reasons for the termination mentioned.
6. Expulsion from an EABP membership can only take place if an EABP member has acted in conflict with the articles of association, regulations or resolutions of the EABP or when the EABP member is causing unreasonable harm to the association. Expulsion of an EABP member shall be done by the board of directors, who will inform the EABP member as soon as possible of the adopted resolution with reasons of the removal mentioned. The EABP member in question is authorised to appeal to the general assembly within one month of receiving the notice. During this month, and awaiting the appeal, the EABP member is suspended. An EABP member that is suspended will be given the opportunity to account for himself at the meeting of the general assembly where his appeal is dealt with.  
The ethics committee can give advice.
7. Unless determined otherwise by the board of directors, persons whose EABP membership has ended before the end of the financial year shall be required to pay the full amount of their membership dues payable for the year in which their EABP membership has ended.

#### **Article 5**

##### **Income**

1. The assets of the EABP will consist of:
  - a. yearly contributions;
  - b. special fees/incidental charges;
  - c. payment for given services;
  - d. all other income.
2. The EABP members, with the exception of the honorary members, are held to pay a yearly contribution. The amount of the yearly contribution shall be determined per category of EABP members by the general assembly, on proposal of the board of directors.
3. In special circumstances the board of directors is allowed, at its own discretion, to wholly or partially grant the exemption of the obligation to pay a contribution.

#### **Article 6**

##### **Board of directors and executive board - appointment, suspension and dismissal**

1. Members of the board of directors shall be appointed from among the members. Members of the board of directors shall be appointed as follows:
  - a. one member of the board of directors shall be appointed by the COUNCIL of national organisations and national committees and one member of the board of directors shall be appointed by the FORUM of professional organisations. The general assembly can resolve to ratify these appointments. If a proposal to ratify does not result in ratification by the general assembly, the relevant member of the board ceases to be in office;
  - b. other members of the board of directors shall be appointed by the general assembly;
  - c. the general assembly will appoint one person as substitute. The general assembly is free to make such appointment for a limited period of time and/or to revoke such appointment. This person will be in office as a full member of the board of directors per the moment that a member of the board of directors that was appointed by the general assembly ceases to be in office per another moment than prescribed in the schedule of resignation.

The number of members of the board of directors shall be determined by the general assembly, with a minimum of five.

2. Members of the board of directors (that are not also a member of the executive board) will be appointed for a period of up to two years. A member of the board of directors stepping down according to the schedule is immediately re-eligible for appointment.
3. The general assembly shall appoint: a president (chairperson), a secretary and a treasurer. The president (chairperson), the secretary and the treasurer form the executive board. Members of the executive board are also members of the board of directors.
4. If a person is appointed as a member of the executive board, he is (deemed to have been) appointed for a period of up to four years. The members of the executive board will step down as such following a schedule made by the general assembly. A member of the executive board can be re-elected once for a consecutive term as member of the executive board.
5. The general assembly may at any time resolve to suspend or remove any EABP member of the board of directors (including the executive board) if:
  - a. the person is not functioning according to reasonable expectations;
  - b. in all cases when the acts of the member of the board of directors and/or executive board harm the good name or interests of the association.

The ethics committee can give an advice.

If a resolution about the continuation of the suspension has not been adopted by the general assembly in the first meeting of the general assembly after the suspension, the suspension will lapse.

6. If the ethics committee recommends the board of directors to suspend a member, the board of directors may suspend the relevant member of the board of the directors. The suspension lapses per the moment of the first meeting of the general assembly, unless the board of directors decides that the suspension lapses at an earlier moment.
7. A member of the board of directors who is suspended will be given the opportunity to account for himself at the meeting of the general assembly, at which he may be assisted by council.
8. Vacancies will be filled as soon as possible. In case of vacancies, the remaining member(s) of the board of directors will remain authorised to adopt valid resolutions. This applies correspondingly to vacancies in the executive board.  
In case of a vacancy in the board of directors for which a substitute as referred to in paragraph 1 is not available, the board of directors may appoint an EABP member as member of the board of directors. This person will be in office until the next meeting of the general assembly. This person can be re-elected by the general assembly for two consecutive terms as member of the board of directors.
9. Members of the board of directors, including members of the executive board, will receive no remuneration. Their expenses can be reimbursed. All compensations paid to members of the board of directors will be included and explained as such in the financial statements.
10. The ethics committee will appoint one of its members to be present at the meetings of the board of directors. This person will be referred to as "non-voting board member".

#### **Article 7**

##### **Board of directors and executive board; duties and authorities**

1. With the limitations by law and these articles of association the board of directors will be entrusted with the association's governance.
2. In exercising its duties and authorities, the board of directors will be oriented towards the objects and the interests of the EABP and the EABP members.
3. Subject to prior approval of the general assembly, the board of directors will be entitled to conclude agreements for the purchase, alienation and encumbrance of registered property, to conclude agreements by which the association binds itself as surety or joint and several co-debtor, warrants performance for a third party or undertakes to provide security for a debt of a third party.
4. The general assembly's approval is also required for resolutions of the board of directors to:
  - adopt the annual budget;
  - adopt the annual accounts and the management report;
  - adopt the (multiannual) forecasts;
  - bringing about important changes in the organisation;
  - to file for the EABP's bankruptcy or apply for a suspension of payments by the EABP;

- to enter into, or sever, a long-standing collaboration that is of major strategic significance for the association; to acquire or terminate an interest of substantial size and/or major strategic significance for the organisation by legal or other merger with an other legal entity or organisation.
5. The executive board will be entrusted with:
- the preparation of meetings of the board of directors and the general assembly;
  - supervising of, and reporting to the board of directors on, the activities of the association;
  - execution of resolutions adopted by the board of directors.

#### **Article 8**

##### **Board of directors and executive board; meetings and resolutions**

1. Meetings of the board of directors will be held at least two times a year and further if the president or two or more members of the board of directors deem it necessary.
2. The notice of a meeting of the board of directors will be sent in writing, which includes electronic means of communication such as e-mail, to every member of the board of directors, by the secretary on behalf of the person(s) requiring the meeting. The notice will mention the place, time and subjects of the meeting. Also the non-voting board member will receive a notice and will have the right to attend.
3. The term of notice is at least seven days, not counting the day of the notice and the day of the meeting. The president can, at his own judgement, in urgent circumstances, reduce the terms of notice to one day, not counting the day of the notice and the day of the meeting.
4. The president or in his absence another member of the board of directors, who will be appointed for that purpose by the board of directors, will act as chairperson of the meetings of the board of directors.
5. A member of the board of directors may be represented by another member of the board of directors pursuant to a written notice, including by e-mail, proxy.
6. The minutes of a meeting will be adopted by the chairperson and the secretary of the relevant meeting, or will be adopted at the next meeting.
7. At the meeting of the board of directors, each member of the board of directors will be entitled to cast one vote, with the exception of the non-voting board member that is appointed by the ethics committee. Unless the articles of association require a larger majority, all resolutions of the board of directors will be adopted by an absolute majority of the votes validly cast. In a tie vote, no resolution is adopted. Votes are taken verbally unless one or more members of the board request a secret ballot. Secret ballots take place by signed closed letters.
8. Valid resolutions can only be adopted if all the members of the board of directors have received a notice to attend the meeting. If the requirements regarding giving notice of the meeting have not been observed, valid resolutions can nonetheless be adopted by unanimity of the votes cast at a meeting of the board of directors where all of the members are personally present or represented.
9. The board of directors may hold a meeting by means of telephone, videoconference or any other means of communication, provided that all board members participating in such a meeting are able to understand each other. A member of the board of directors may participate in a meeting by means of telephone, videoconference or any other means of communication, provided that that member is able to understand all members of the board of directors participating in that meeting and that he can be understood by all members of the board of directors participating.
10. Resolutions of the board of directors may also be adopted outside a meeting, provided that they are adopted in writing, including by e-mail, and all members give their opinion of the relevant proposal. Such a proposal is adopted with the majority of votes cast. Such resolutions and documentation from which their adoption is evident will be added to the minutes.
11. The working method of the board of directors, method of giving notice of meetings and of adopting resolutions as well as any internal division of their duties will be further regulated in regulations.
12. The above applies mutatis mutandis to the executive board.

#### **Article 9**

##### **Board of directors; representation**

1. The board of directors is authorised to represent the EABP.
2. Two members of the executive board, acting jointly, are also authorised to represent the EABP.
3. In all cases in which the EABP has a conflict of interest with one or more members of the board of directors, the general assembly can appoint one or more persons to represent the EABP.
4. Pursuant to a resolution of the board of directors, the association may grant one or more members of the board of directors, as well as other persons, a continuing (limited) power of attorney to represent the EABP. The holder of a power of attorney will represent the EABP with due observance of the limits of his power of attorney. The (limited) power of attorney is recorded in writing.
5. The lack of approval referred to in paragraph 3 of Article 7 cannot be invoked against third parties.

#### **Article 10**

##### **General assembly; meetings and calling of meetings**

1. The general assembly will meet:
  - a. every two years with a full agenda;
  - b. every other year with a minimal agenda that includes the legally prescribed yearly approval of the annual accounts and the adoption of the annual budget (for which meeting the board of directors can promote that votes are cast as postal vote or as vote exercised through electronic means of communication in accordance with article 12 paragraph 7);
  - c. as an extraordinary meeting of the general assembly if the board of directors deems this necessary or if it is required by law or the articles of association.

2. Notice of a meeting of the general assembly will be issued by, or on behalf of the president, on the basis of a resolution of the board of directors.
3. At the written request, including e-mail, of at least five percent of the EABP members with voting rights, the board of directors is obliged to send notice of a meeting of the general assembly, to be held within four weeks after the request has been made. If within fourteen days no action has been taken by the board of directors, the applicants have the right to assemble the meeting of the general assembly in the way as mentioned in paragraph 4. The applicant can appoint others, rather than the members of the board of directors, with conducting the meeting and taking the minutes.
4. The notice of a meeting of the general assembly will be in writing. This includes e-mail or with the approval of all members, another form of electronic communication, sent to all EABP members allowed at the meeting, at least four weeks before the day of the meeting. The written notice convening the meeting shall set out place, date and time of the meeting and the matters to be considered. A notice sent through e-mail or other electronic means is a readable and reproducible message and will be sent to the address provided by the EABP member for this purpose.
5. The agenda will include all the matters which need to be considered by the articles of association, or which are requested by the board of directors or by at least five percent of the total number of members with voting rights. EABP members can send a proposal for the agenda within eight weeks prior to the meeting, to the president.

#### **Article 11**

##### **General assembly; access and the conducting of the meetings**

1. EABP members who are not suspended, including candidate members, student members and associate members, as well as persons invited by the board of directors or the general assembly are authorised to attend the meeting of the general assembly. A suspended EABP member is authorised to attend the meeting in which the suspension is treated and is allowed to speak at that meeting.
2. The meetings of the general assembly will be conducted by the president, or in his absence a member of the board of directors, who will be appointed for that purpose by the board of directors (chairperson). The meeting of the general assembly will take care of its conduct, if no members of the board of directors are present.

#### **Article 12**

##### **General assembly; voting rights and resolutions**

1. With the exception of EABP members who are suspended, every EABP member as referred to in Article 3 paragraph 1 has one vote in the meeting of the general assembly. An EABP member with the right to vote can act as a proxy for at most three other EABP members.
2. Unless provided otherwise in these articles of association or by law, resolutions shall be adopted by an absolute majority of the votes cast. In case of a tie in the vote, the proposal shall be deemed to have been rejected. In case of a tie in the vote with the appointment of people, fate shall decide. If, in the election between more than two persons, none get the majority vote, there will be a re-election between the two persons with the greatest number of votes, if necessary after an extra vote.
3. Blank and void cast votes shall be deemed not to have been cast.
4. Matters and proposals that are not on the Agenda of the meeting may be put on the Agenda at the discretion of the Chairperson.  
If the Board has been informed about the matter beforehand, the meeting may vote on the matter.  
In order for the vote to take place, all EABP members must be present or represented at the meeting and must first vote unanimously in favour of a vote taking place on the proposal.
5. The chairperson decides on the manner in which the votes in a meeting of the general assembly are cast. The decision of the chairperson in a meeting of the general assembly about the result of a vote is binding. The same is applicable for the content of a resolution, if a vote was about a proposal that was not in writing. If immediately after the decision of the chairperson the accuracy thereof is in question, there will be a new vote if a majority of the meeting or a person with voting rights deems it necessary. With the new vote the legal consequences of the original vote will be void.
6. The meeting shall be minuted by the secretary or another person appointed by the chairperson. These records will be established by the chairperson and the secretary of that meeting. The minutes shall be made available to the EABP members within three months after the meeting. Any comments of EABP members on the minutes may be discussed (and minuted) in a next meeting of the general assembly.
7. The board of directors can decide that an EABP member with voting rights can exercise the right to vote through electronic means of communication or as postal vote. With the use of an electronic method of communication it is required that the person with the right to vote can be identified, can hear and speak with the other EABP members as if present at the same meeting and can exercise his/her voting rights. Votes exercised through electronic methods of communication previously to a meeting, are equal to votes cast during the meeting, if the votes have not been cast more than thirty days before the day of the meeting. Further procedures will be drawn up in a resolution. In this resolution more conditions can be required for the use of an electronic method of communication.  
Postal votes cast previously to a meeting, are equal to votes cast during the meeting, if the postal votes have not been received by the EABP more than thirty days before the day of the meeting.

#### **Article 13**

##### **General assembly; annual accounts**

1. The financial year of the association is the calendar year. The first financial year ends on the thirty-first day of December two thousand seventeen.

2. At least one meeting of the general assembly shall be held annually within six months after the end of the financial year, unless the time period mentioned has been extended by the general assembly. In the general assembly the board of directors will present its management report about the day-to-day business of the association and the decisions of that year. The board of directors will present the balance sheets and income and expense accounts to the general assembly for approval. The documents are signed by the members of the board of directors. If a signature of a member of the board of directors is missing, the reasons thereof are mentioned.
3. If, for the credibility of the annual report, a declaration by a registered accountant or by an accountant-administrative consultant in respect of whom an annotation has been made in the accountants' register as referred to in Article 36 (2) (i) of the Accountants Profession Act (Wet op het accountantsberoep) is not presented, then the annual balance sheets must be audited by the auditors referred to in the following article. The auditors will report their findings to the general assembly.
4. The auditors will control the drawn up balance sheets and the notes on the balance sheets.
5. The board of directors is required to give all the information to the auditors that is necessary for the control and if desired can allow the inspection of the documentation of the EABP.
6. The board of directors will be obliged to keep the documents referred to in the previous paragraphs of this article for at least seven years as mentioned in article 10 paragraph 3 Book 2 of the Dutch Civil Code.

#### **Article 14**

##### **Auditors**

1. The general assembly appoints two EABP members as auditors, with a third as a substitute in case an auditor resigns. Members of the board of directors may not function as auditor.
2. Each auditor is appointed for a period of two years and can be re-elected only once for a consecutive period.
3. The general assembly can dismiss auditors.
4. The auditors have the duties and authorities given to them in article 13.

#### **Article 15**

##### **Committees and working groups**

1. Committees and Working groups may be appointed by the Board as shall be considered necessary. The duties and authorities of committees and working groups shall be described in "regulations" described as General Assembly regulations and by other regulations described as "House Rules".
2. The chairperson of each committee or working group shall be approved by the general assembly respectively the board of directors and shall be an EABP member. A minority of the members of a committee or working group can exist of persons that are not EABP members.
3. All actions and proceedings of each committee or working group shall be reported to the general assembly respectively by the board of directors.

#### **Article 16**

##### **Ethics committee and guidelines**

1. The general assembly appoints five EABP members as members of the ethics committee, with a sixth as a substitute in case a member resigns as member of the ethics committee.
2. Each member is appointed for a period of four years, unless the general assembly decides otherwise.
3. The general assembly can dismiss members of the ethics committee.
4. The ethics committee reports to the general assembly on all issues of ethics it deems relevant.
5. The ethics committee can, with approval of the general assembly, adopt guidelines. All EABP members and all officers of the association are obliged to comply with these guidelines. Failing to comply with these guidelines can be grounds for dismissal, termination and/or removal.

#### **Article 17**

##### **National associations and national committees**

1. The general assembly can resolve that the EABP will facilitate a national association to promote the interests of the EABP and the EABP members in a specific country.
2. To implement the resolution of the general assembly, the board of directors will agree with the national association on the terms and conditions of the co-operation in the form of a formal agreement. This will include a proxy from the board of directors to the national association to accept applicants as EABP member in accordance with the criteria determined by the general assembly.
3. In accordance with criteria determined by the general assembly, the board of directors can resolve to acknowledge national committees.

#### **Article 18**

##### **COUNCIL; council of national associations and national committees**

1. The EABP has a council of national associations and national committees ("COUNCIL"). Each national association and national committee that is acknowledged by the board of directors appoints a person, to serve as its representative on the COUNCIL.
2. The COUNCIL elects an EABP member as voting member of the board of directors.
3. The COUNCIL reports directly to the general assembly.
4. The duties and authorities of the COUNCIL are further described in regulations.

#### **Article 19**

##### **FORUM; forum of body psychotherapy training institutes and professional associations**

1. The EABP has a forum of professional organisations ("FORUM"). Each body psychotherapy training institute and each professional association that is an EABP member can apply to the FORUM to be admitted as a member of the FORUM.

2. The FORUM of professional organisations elects an EABP member as voting member of the board of directors.
3. The FORUM reports directly to the general assembly.
4. The FORUM is authorised to accredit body psychotherapy training organisations in accordance with the training standards set by the general assembly. The duties and authorities of the FORUM are described in regulations.

#### **Article 20**

##### **Regulations**

1. The general assembly may adopt regulations, referred to as: "GA regulations".
2. To the extent a subject is not addressed in the GA regulations, the board of directors will be authorised to adopt or amend one or more regulations of any working group, committee or other subject matter that is not or not fully addressed in these articles of association.
3. The GA regulations and other regulations (House Rules) may not be in conflict with the law or these articles of association

#### **Article 21**

##### **Conflicts of interest**

1. Any member of the board of directors, members of the executive board included, any member of any committee and any member of any working group shall immediately disclose any conflict of interest he has that is either material to the EABP or to the relevant person. He shall disclose this to the president and to the chairperson of his committee or working group.
2. A person that has such a conflict of interest shall not participate in the relevant proceedings, unless invited by the president or relevant chairperson. The person shall refrain from voting on the relevant subject.

#### **Article 22**

##### **Amendment articles of association, merger and division**

1. The general assembly may resolve to amend the articles of association, in a meeting, which is summoned giving notice that at that meeting the amendment of the articles of association will be proposed.
2. The person who has sent the notice of a meeting of the general assembly, in which meeting the amendment of the articles of association will be proposed, must lay down a copy of the proposal with the text of the amendment for inspection at a therefore suitable place. It must remain there at least seven days before and one day after the meeting.
3. A resolution to amend the articles of association will require a two-thirds majority at a meeting, irrespective of the number of members present or represented.
4. The amendment must be adopted by notarial deed under penalty of nullity. Any member of the board of directors will individually be authorised to execute the deed.
5. The board of directors will be obliged to file an authentic copy of the amendment as well as the amended articles of association with the offices of the Trade Register of the Chamber of Commerce.
6. That which is mentioned in this article also applies to legal merger and legal division of the EABP.

#### **Article 23**

##### **Dissolution**

1. Those that are defined in sections 1 and 3 of the previous article apply on a resolution of the general assembly concerning the dissolution of the EABP.
2. Any remaining balance is paid to an institution for general public advancement acknowledged by the Dutch tax authorities designated by the general assembly, with similar objects or a similar international institution with similar objects.
3. The dissolution will be carried out by a person or legal entity appointed by the board of directors, unless the general assembly decides otherwise.
4. After the dissolution the EABP will continue to exist to the extent needed to liquidate its assets. During the dissolution, the provisions of these articles of association will remain in effect. In the correspondence of the EABP the following words must be added to the name: "in liquidatie" (in liquidation).
5. The dissolution ends at the time when there are no known assets present.
6. On completion of the dissolution, the accounts and records and other carriers of data of the EABP will be kept for seven years. The records will be in the custody of the person designated by the person or legal entity that carried out the dissolution, unless the general assembly decides otherwise.

#### **Article 24**

##### **Final provision**

The general assembly has all the powers, which are not given to another body by law or these articles of association.

##### **First members of the board of directors:**

Mrs Joanne Lindsay Katrina Ablack, born in Borehamwood (United Kingdom) on eleventh December nineteen hundred and fifty-nine, as President;

Mrs Sladana Đorđević, born in Belgrado (Serbia) on sixteenth July nineteen hundred and eighty-two as Secretary;

Mr Thomas Riepenhausen born in Berlin, Germany on second of August nineteen hundred and forty-nine as Treasurer;

Mrs Constance Jillian Shand, previously named as Board member; founder.

Mrs Alida Maria Evertsen, previously named as Board member, founder.

This act was completed on the 13 December 2016.

UITGEGEVEN VOOR AFSCRIFT  
door mij, mr. R. Collenteur,  
toegevoegd notaris in het protocol van  
mr. S. Laseur-Eelman,  
notaris te Amsterdam,  
Amsterdam, 13 december 2016.