



# Childhood Cancer International

## ASSOCIATION

On the seventeenth of February two thousand and fifteen appeared before me, mr. Marco Philipp Sutter, civil-law notary in Nieuwegein:

Mrs. mr. Patricia Kars, born in Leerdam on the fourteenth of November nineteen hundred and seventy-five, employed at the office of Dijkstra | Sutter Notarissen at 3439 NK Nieuwegein, Newtonbaan 16, acting in this matter with written power of attorney from:

1. Mrs. Carmen Vallejo Auste (Filippines);
2. Mrs. Ruth Isabella Hoffman (United States of America);
3. Mrs. Poonam Bagai (India);
4. Mrs. Luisa Basset Salom (Spain);
5. Mr. Kit Kwan Pau, born in Hong Kong (HKSAR, China);
6. Mrs. Carmen Marcela Zubieta Acuña, (Chile);
7. Mr. Kenneth Dalton Dollman, (South Africa);
8. Mrs. Mary Martina McGowan, (Australia);

who provided this attorney as only board members of the informal association:

**International Confederation of Childhood Cancer Parent Organizations**, residing in Nieuwegein, with address Schouwstede 2b in 3431JB Nieuwegein, not listed in the trade register, hereafter referred to as: 'the association'.

The Board is appointed by the general meeting to execute the decision to record the association's articles of association in a notarial deed, which appears from the document that is attached to this deed.

## ATTORNEY

The granted attorney appears from a private deed that is attached to this deed.

The person appearing stated as follows.

## ORIGIN ASSOCIATION

The association was established on the first of May nineteen hundred and ninety-four, under Spanish law by civil-law notary V.L. Simó Santoja in Valencia (Spain), protocol number 2379. The articles of association were recently amended by deed on the twenty-seventh of May two thousand and four, passed by civil-law notary D. Simó Sevilla, civil-law notary in Valencia (Spain), protocol number 2443.

At the time the association already bore the name International Confederation of Childhood Cancer Parent Organizations.

## **TRANSFER OF THE REGISTERED OFFICE**

On the twenty-fourth of October two thousand fourteen, with due observance of the legal stipulations of convocation notice and decision-taking process, the general meeting decided to:

- a. convert this Spanish entity into a Dutch organization, which conversion will be followed by a transfer of the registered office;
- b. amendment of the articles of association.

A signed extract of this meeting is attached to this deed.

## **CONVERSION AND AMENDMENT TO THE ARTICLES OF ASSOCIATION**

The Spanish entity is herewith converted into an association under Dutch law. Additionally, the articles of association will be entirely amended, after which the articles of association are adopted as follows:

### **ARTICLES OF ASSOCIATION**

#### **Article 1 – Name and Seat**

1. The association bears the name: Childhood Cancer International.
2. The association is established in the municipality of Nieuwegein.
3. The association comprises two bodies: the general meeting and the board.

#### **Article 2 – Aim**

1. It is the aim of the association:  
to share information and experiences between parent and childhood cancer support organizations around the world, with the community at large and with all others involved in the treatment and care of children, adolescents and survivors of childhood cancers; to provide support for research, treatment, care, education and capacity development, in order to ensure the best possible access to treatment and care for children and adolescents with cancer as well as survivors everywhere in the world; and to execute all that is related to these or may be conducive to achieving this aim.
2. The association will work on the basis of the following principles.
  - a. Equity among all organizations of the Association;
  - b. The right to freely join or leave the Association;
  - c. Respect for the legislation governing each member organization; and
  - d. Transparency and Collaboration.

#### **Article 3 – Membership**

1. Members of the association may be:  
Legal entities, non-profit organizations, co-operations without legal personality (established according to Dutch or foreign law) that endorse the association's purpose and articles of association and actually wish to collaborate in the association's activities; and have been in operation for at least six months.  
The membership is individual and cannot be transferred.  
If the member (legal entity) is involved in a merger or subdivision and thereby ceases to exist, the membership is not transferred to the acquiring legal entity or the legal entity that is appointed for this purpose according to the stipulations for subdivision.  
The membership of such a co-operation entails the membership of the joint partners. The co-operation is regarded as one member in such a case. The rights of membership of the co-operation can only be exerted by the partner who has management authority. The partners

of the co-operation appoint one of them as the partner who will exert the right of membership on behalf of the co-operation.

In addition to the regular members the association also has associated members.

The associated members:

- are not members in the sense of Book 2 of the Dutch Civil Code; they can, however, attend all the general meetings and activities of the association;
  - have no voting right in the general meeting;
  - are Legal entities, non-profit organizations, co-operations without legal personality (established according to Dutch or foreign law) who endorse the association's purpose and articles of association and actually wish to collaborate in the association's activities and where the majority of the board is not comprised of persons who are the parents of a child who has had cancer. That which is stipulated above in this section applies by analogy for the co-operations.
2. Members are those who will have applied to the board and admitted as such to the association by the General Assembly.
  3. The General Assembly can appoint a natural person as honorary member who, by virtue of their qualities or mission, has benefited and/or will benefit the Association in achieving its aims. An honorary member has the same rights and obligations as a regular member, with the exception of a voting right and the obligation to pay annual membership fee. An honorary member is not a member in the sense of Book 2 of the Dutch Civil Code. An honorary member does not have voting right, but an advisory opinion. The honorary member has no obligation to pay a membership fee.
  4. The secretary of the board will maintain a register of members, in which the names and addresses of all the members and honorary members are listed.  
If a member has consented to receiving the notice for a general meeting by electronic communication, the address that the member has conveyed for this purpose is included in the register of members.
  5. A member can be suspended by the board for a period of at most three months, if a member acts in violation of the articles of association, regulations or decisions of the association, or prejudices the association unreasonably. During this period of suspension the member cannot exert his right of membership. His membership obligations continue to exist.
  6. Within one month after the member has been notified of the decision of suspension, this member can lodge an appeal against the decision at the annual general assembly or at a special meeting of the general assembly, whichever comes first, and may put forward a defense there. The board is obliged to convene a special session of the general assembly to this end within four weeks after receipt of the appeal. During the term of appeal, and pending the appeal the member remains suspended.
  7. Membership Organisations have the right to: participate in General Assembly meetings; submit to the Board of Trustees programmes and projects which would contribute to fulfilling the mission of the Association; propose candidates to the Board of Trustees; jointly with the Association engage in research, awareness raising, professional training, education, advocacy and fundraising activities that furthers the objectives and mission of the Association; after agreeing terms with the Board, to benefit from any fundraising activity organized by the Association in the Member Organization's country.

#### **Article 4 – Termination of Membership**

1. The membership ends:
  - a. if a member ceases to exist, and/or if this ceasing to exist is the result of a merger or

subdivision;

- b. by notice of termination by the member;
- c. by notice of termination by the association;
- d. disqualification.

When a partner within a consortium of member organisations retires, the membership of the Association is not terminated. Upon retirement the partner will no longer be able to participate as a member of the association, whereas when a person becomes a partner of a consortium of members, this member may participate as a member of the Association.

2. Notice of termination of the membership by the member can only be effected by the end of a financial year, provided that this is done in writing and with due observance of a term of notice of at least one month. Termination can become effective immediately if it cannot be reasonably demanded of the member to continue being a member. The member will still owe the membership fee for the current year. Any late notification of termination of membership received will only become effective at the end of the next financial year, unless the board decides otherwise based on special circumstances.

A member cannot upon termination ignore a decision that results in the financial obligation of the member becoming more severe, except in the case described in the following paragraph.

A member can terminate his membership with immediate effect within one month after the decision in which his rights are restricted or his obligations are made more severe, is made known to him or has come to his knowledge; the decision is then not applicable to him.

A member can terminate his membership with immediate effect within a month after a decision concerning conversion of the association into a different legal form, a merger or a subdivision has been communicated to him. In that case he continues to owe the membership fee that was originally determined for that year.

3. Notice of termination of the membership by the association is effected by the board by means of a written notification to the member, stating the reason(s) for the termination.

Notice of termination is possible:

- when a member no longer meets the statutory requirements for the membership; or
- when a member - despite written warning - fails to comply with his obligations in respect of the association; or
- when a co-operation without legal personality within the meaning of article 3 of these articles of association is dissolved; or
- when it cannot be reasonably demanded from the association to allow the membership to continue.

In a decision to terminate membership, the date of termination of membership needs to be indicated and recorded. The membership fee for the current year continues to be owed.

4. Disqualification of the membership is effected by the board, by a written notification to the member, stating the reason(s) of the disqualification.

Disqualification is only possible if a member acts or has acted in violation of the articles of association, regulations or decisions of the association, or prejudices or has prejudiced the association in an unreasonable manner.

The disqualification takes effect at once. The membership fee for the current year continues to be owed.

5. Within one month after the member has been notified of the decision of termination or disqualification, that member can lodge an appeal against this decision at the annual general assembly or at a special meeting of the general assembly, whichever comes first, and put forward a defense there. The board is obliged to convene a special meeting of the general assembly to this aim within four weeks after receipt of the appeal. During the appeal period

and pending the appeal the member whose membership has been terminated, is suspended.

6. The requirement of a written notice of termination or a notification of disqualification is not complied with, if the notice of termination or the notification of disqualification has only been communicated electronically.

#### **Article 5 – Donors**

1. Donors are those who have been acknowledged as such by the board. There may be various categories of donors. Donors are bound to the articles of association, regulations and decisions of the association. They only have access to the general meeting, if prior to the general meeting, those participating in the meeting decide in favour of this.
2. The policy with respect to admission and notice of termination with the associated consequences according to these articles also applies to donors as far as possible.
3. The General Assembly establishes a minimum donation necessary to the association to qualify for specific donor status by a donor, either per financial year, or as a once-off payment. Additionally, donors could commit to an automatic payment over a given period of time. The minimal contribution will differ according to category.
4. The secretary maintains a register listing the names and addresses of donors.

#### **Article 6 – Membership fee of the members**

1. Members are required to pay the annual membership fees as recommended by the board and approved by the General Assembly. Members will be classified into categories and will need to pay the corresponding membership fees.
2. The board is authorized to grant a member an entire or partial exemption from paying membership fee in any year because of special circumstances.

#### **Article 7 – Board: composition and appointment**

1. The association is managed by a board that consists of at least seven and at most nine natural persons.  
No country may have more than one representative on the Board of Trustees.  
The general assembly determines the number of board members.  
The board has a chairperson, vice-chairperson, secretary and treasurer.  
The board itself determines the division of the functions of secretary and treasurer, unless the general assembly reserves the right to appoint the secretary and/or treasurer.  
The general assembly appoints the chairperson and vice-chairperson.  
The functions of secretary and treasurer can be united in one person.  
For each of chairperson, vice-chairperson, secretary and treasurer, the board may appoint a substitute from their number, to fill a vacancy, for whatever reason, of any of these positions.  
Apart from the treasurer, all office bearers must be parents of a child with cancer. The majority of the Board of Trustees shall be composed of parents of children with cancer and survivors of childhood cancer.  
A board that is not complete retains its powers.  
It is the responsibility of the board to ensure that the general assembly fills any vacancies on the board as soon as possible.
2. The General Assembly appoints the board members.  
The board members are appointed by a decision taken by means of a simple majority of the votes cast.

The board members are chosen from the ranks of the members of the association, or from persons who can exert membership rights on behalf of a co-operation within the provisions invoked by article 3 sub-clause 1.

3. The board members are chosen from a list of recommended persons. The board is authorized to recommend candidates.  
The nomination must contain at least one person for each post that is to be filled.  
The list must be accompanied by a biography of the person who is recommended.  
The list of recommended board members needs to be communicated to members one month before the General Assembly.  
The nomination is not binding.
4. a. All Board members are appointed for a period of at most three years.  
All board members may serve a maximum of three terms.  
Board members may only once hold the position of chairman and once hold the position of vice chairman.  
Board members serve terms according to a schedule to be approved by the General Assembly. A board member stepping down according to a schedule may immediately be reappointed.
- b. A board member selected to fill a vacancy in an unexpired term shall be selected for the duration of the unexpired term of the person in whose vacancy he was appointed.

**Article 8 – Board: termination office, suspension, expulsion**

1. A board membership is terminated:
  - by resignation of a board member;
  - through lapse of the term for which the board member is appointed;
  - by the death of a board member;
  - by the board member being placed under curatorship, or if their entire assets are placed under administration;
  - when the organization to which the board member belongs, or of which he is a member, is no longer a member of the association;
  - by expulsion of the board member based on a decision of the general assembly taken and passed by a simple majority;
  - when the board member is declared in a state of bankruptcy, an arrangement in the framework of the debt rescheduling scheme natural persons is declared applicable to him, or if he acquires a moratorium of payment;all the above with due observance of the provisions stated hereafter.
2. A board member can at all times be suspended by the general assembly. This suspension is effected by a decision taken with a simple majority of the votes cast.  
The suspension will be for three months at most, and this term can be extended only once for the same period by the annual general assembly or at a special meeting of the general assembly. If no expulsion follows after the suspension, the suspension will be regarded as having expired after the lapse of the stipulated term. The board member will then be given an opportunity to account for his actions to the annual general assembly or at a relevant special meeting of the general assembly, and will be allowed to have the assistance of a counsel at such a meeting.

**Article 9 – Board: convocation, meetings, decision-making process**

1. Every board member is authorized to convene a meeting of the board.

2. Convening a meeting of the board must be in writing, with at least three months notice, not counting the day of the notice and that of the day of the meeting. Notices must specify the day, the time, the place of the meeting and the matters to be discussed (agenda).  
The board member who has convened an address to the association for this purpose, can convene the meetings of the board by a readable and reproducible notification that is sent to that address electronically.
3. The meetings of the board will be held at the location as agreed by the board members.
4. If any of the stipulations in the two previous sub-clauses are not complied with, the board can legally accept valid resolutions, if all board members are present or represented at the meeting.
5. A board member unable to attend a meeting may vote by proxy by appointing another board member to vote on his behalf at the meeting. An electronically registered proxy vote cast counts as a legal vote.  
A board member may only vote by proxy on behalf of one other board member at a meeting.
6. At the meetings of the board each board member has one vote.  
Insofar as these articles do not prescribe a larger majority, the decisions taken by the board are by simple majority of the votes cast. If the votes are equally divided, the vote of the chairperson has the casting vote.

**Article 10** - Board: chairing of the meetings, minutes, decision-making without holding a meeting.

1. The chairperson chairs the meetings of the board; in his absence the vice-chairperson chairs the meeting and in his absence the board members present appoint an interim chair for the meeting.
2. The chairperson of the meeting determines the manner in which the voting takes place at the meetings. Decisions are taken by simple majority vote.
3. The announcement of the chairperson of the meeting on the result of a voting pronounced at the meeting is conclusive.  
The same applies to the content of a decision taken, insofar as the votes were cast on a proposal that was not received in writing. If, immediately after announcing the results by the chairperson, its validity is contested by a person present with voting rights, a new vote may be requested, if the majority of the members at the meeting or the original vote was not affected by a roll-call or in writing. Any new legal vote will be binding and the original vote will be set aside.
4. Proceedings at the meeting will be recorded as board minutes by the secretary or by a person appointed to that end by the chairperson of the meeting.  
After the minutes have been approved and adopted by the board, they need to be signed by the chairperson and the minute secretary of the meeting.
5. The board can also take decisions in another manner than in a meeting, if all the board members have declared themselves in favor of such a proposal.  
An electronically sent, readable and reproducible notification, sent to the address that the board has established for this purpose and conveyed to all the board members, will be regarded as a written statement.
6. The Board shall meet at least twice a year.

**Article 11** – Board: duties and competences

1. The board is charged with the management of the association. Every board member is tasked to a proper execution of the task(s) assigned to him by the association. The board is obliged to keep accounts of the financial position of the association and all relevant activities of the

association, according to the demands resulting from these activities, and to keep the accompanying books, documents and other data in such a manner that the rights and obligations of the association are met at all times.

The board, is obliged to keep the books, documents and other relevant data for seven years.

2. The board is not authorized to make decisions regarding entering into agreements to acquire, alienate or encumber registered properties, nor to enter into agreements, in which the association commits itself as a surety or solidary debtor, warrants performance for a third party or provides security for the debt of a third party.

This restriction of the powers of the board can be invoked against third parties.

3. The board requires the approval of the general assembly for decisions to:
  - a. purchase, rent, lease or in any other manner acquire or provide in use or enjoyment of any registered properties;
  - b. borrow money or enter loan agreements;
  - c. lend moneys;
  - d. enter into an agreement determining the legal relationship between parties for the termination of a dispute;
  - e. appear before the court, including arbitration procedures, but excluding taking provisional and other legal measures that cannot be postponed;
  - f. invest funds and enter into other legal contracts that exceed the amount that the general assembly has determined;
  - g. determine or amend a policy plan.

The general assembly can, subject to approval, approve other decisions than those described above, which are to be described in clear terms, in a decision to that effect. Such a decision of the general assembly is to be communicated immediately to the board.

The absence of this approval cannot be invoked by third parties.

#### **Article 12 – Legal representation**

1. The board represents the association.
2. Such representative authority can be delegated to two board members to jointly represent the board, one of whom must be the chairperson, the vice-chairperson, the secretary or the treasurer.
3. The authority of the board and board members to represent the association mentioned in the two preceding sub-clauses of this article, would also mediate if there is a conflict of interests between the association and one or more board members.
4. The board can decide to grant interim or continuous power of attorney to one or more board members and/or to others, both jointly and separately, to represent the association within the limits of this power of attorney.
5. In all cases where the association has a conflict of interests with one or more board members, the general assembly can appoint one or more persons to represent the association.

#### **Article 13 – Financial report and responsibility**

1. The financial year of the association is the same as the calendar year.
2. The board must submit an annual report with respect to the finances, activities, policies and procedures of the association at the Annual General Assembly within six months after the end of the financial year, barring an extension of this term by the general assembly. These documents must be signed by the board members. If the signature of one or more board members is missing, reasons for this must be provided.

If the association maintains one or more enterprises that legally need to be registered in a trade register, the net turnover of these enterprises must be reflected in the financial statements of the association.

3. The board must present the annual report and the audited financial statements to the Annual General Assembly for approval.

If an auditor does not submit a statement on the fairness, consistency and clarity of these documents as referred to in article 2:393 sub-clause 1 Civil Code, then the annual financial reports can be checked prior to the Annual General Assembly by a control committee of at least two members who are not part of the board.

A member of the control committee can have a seat in the control committee for at most two successive years.

The board is obliged to allow the control committee to inspect all the books and documents relating to the finances of the association and to provide all the information the control committee requests. If the committee deems it necessary to fulfill its duties, it may appoint an external expert to assist them.

The control committee must issue a report on its audit to the Annual General Assembly, accompanied by a recommendation whether or not to approve the annual financial report. After the annual financial report has been approved by the Annual General Assembly, a proposal needs to be made to grant discharge to the board for the accounts it has submitted.

4. In a meeting to be held before the end of the financial year the board needs to approve an estimate of the income and expenditure of the following fiscal year.

The estimate is drawn up by the treasurer and sent to all board members by the latest one month prior to the end of the fiscal year.

5. The board must prepare a business plan and review this periodically.

The business plan includes the planned activities of the association, the way funds will be raised, how the funds of the association will be administered and how such funds will be spent.

6. The Association is precluded from fund raising at a national level unless through an agreement with the Member Nation involved.

#### **Article 14 – The General Assembly: powers and annual meeting**

1. All authority that has not been awarded to the board by law or these articles of association reside with the general assembly.
2. The general assembly will meet annually, within six months after the end of the financial year. At the Annual General Assembly at least the following matters will be discussed:
  - a. the financial report of the past financial year;
  - b. whether or not to approve the annual report and audited financial statements of the past financial year;
  - c. the proposal to grant discharge to the board;
  - d. the appointment of the auditors or members of the control committee for the new financial year;
  - e. the appointment of board members, if there are any vacancies in the board; and
  - f. recommendations by the board or members, as announced in the notice to the meeting;
  - g. the appointing of new members of the association and/or any notice(s) of termination of the membership;
  - h. approve specific projects to achieve the mission of the Association;
  - i. establish the location of the office(s) of the association;
  - j. approve the country to coordinate the next general assembly;
  - k. approve the budget presented by the Board of Trustees;
  - l. when required, approve amendments to the Articles of Association.

3. One month before the end of the financial year at the latest, the board presents the estimate for the next financial year for perusal by the members.

**Article 15** – Annual General Assembly and Special sessions of the general assembly: notice of meeting

1. The Annual General Assembly meeting is convened by the board.  
A group of members, representing one tenth of eligible voting members, can, in writing, request the board to convene a special meeting of the general assembly within four weeks after receipt of the request. If the board has not sent notice of the meeting within fourteen days after receipt of this request, the requesters can convene the meeting themselves. The requirement of a written request referred to in the previous paragraph is also valid, if the request is registered electronically.
2. Notice of the Annual General Assembly can be sent as:
  - a publication in the association newsletter; or
  - a written notification to the addresses of the members, according to the register of members.The notice can, if a member consents to this, also be sent by an electronically readable and reproducible notification to the address that the member has conveyed for this purpose.
3. The required term of the notice mentioned in point 2 above, needs to be at least fourteen days, not counting the day of the notice and the day of the meeting.
4. Besides the place, date and time of the meeting, the notice must include an agenda indicating the matters to be discussed.

**Article 16** – The General Assembly: access and voting right

1. All members of the board and of the association not under suspension have the right to attend the Annual General Assembly. The meeting can decide also to admit other persons to (a part of) the meeting. Suspended members and members whose membership has been terminated or who have been removed from the membership list for any other reason, have the right to attend that part of the meeting where an appeal against suspension, notice of termination or disqualification is discussed.
2. Every Member Organisation has one vote.  
A suspended member has no voting right.
3. A member with a voting right may vote by proxy through another member with a voting right to vote on their behalf.  
This proxy must be given in writing and presented to the board before voting takes place. The requirement of the proxy be in writing will be deemed as having been met if the proxy was sent electronically.  
One member organization cannot represent more than two other member organisations.

**Article 17** – The General Assembly: decision-making process

1. Insofar as these articles do not stipulate otherwise, decisions are taken by simple majority (50% + 1) of votes of the members present and represented in the meeting, irrespective of their number.  
Blank and invalid votes do not count for the decision-making process, but they do count in determining a quorum prescribed in these articles.
2. The announcement of the chairperson, pronounced in the meeting, about the results of a voting is conclusive. The same applies to the content of a decision taken, insofar as the votes were cast on a proposal where the decision was not recorded in writing. If the correctness of the decision is contended after it was announced by the chairperson, a new vote will be held

if the majority at the meeting, if the original votes were not cast by roll-call or in writing, or a person present with voting rights requires this. Any new legal vote will be binding and the original vote will be set aside.

3. If no majority is obtained after the first round of votes for the election of a person(s), a second round of voting will be held. If no majority is obtained then, an intermediate vote will be held to decide which persons will be re-voted on.
4. If the votes are equally divided when voted on the persons selected to be re-voted on, then a drawing of lots shall decide who is elected.  
If the votes are equally divided on a proposal other than the election of persons, the proposal is rejected.
5. All voting is done orally, unless the chairperson or at least three members announce before the vote takes place that they require a written vote.  
Written votes shall be cast by means of unsigned, sealed ballots. Decision-taking by consensus is possible unless a member requests a vote by roll-call.  
A member with a voting right can also exert his voting right by an electronic means of communication, provided that the person selecting such a voting right can be identified via the electronic means of communication and is able to directly become aware of the discussions at the meeting and can exert a vote.  
The board may set conditions on the use of the electronic means of communication. These conditions need to be made known in the notice of the meeting.
6. A unanimous decision of all the members, even if they are not together at a meeting, has the same power as a decision of the general meeting, if it is taken with the prior knowledge of the board.
7. If all the members present or represented at a meeting agree by simple majority, valid decisions can be taken with respect to all the points on the agenda, despite not being complied with within the prescribed manner, correctly announced in the notice of the meeting, or if the notice was not sent in a legal manner.

**Article 18 – The general assembly: chairing and minutes**

1. The Annual General Assembly is chaired by the chairperson of the association. In the absence of the chairperson, the vice-chairperson chairs the meeting and in his absence the board appoints another board member as chairperson of the meeting. If the chairmanship is not provided for in this manner either, the meeting itself decides on who chairs the meeting
2. The secretary or another person appointed to this purpose by the chairperson of the meeting takes minutes of the proceedings in each meeting, which need to be signed as approved by the chairperson and the secretary.

**Article 19 – Amendment to the articles of association**

1. The association's articles of association can be amended by a decision of the general assembly. If a proposal to amend the articles of association is to be made to the general assembly, this must always be stated in the notice for the general assembly.
2. The persons who have convened the general assembly for the purpose of amending the articles of association must make available a copy of that proposal, in which the proposed amendments are included, at a place that is convenient for review by members at least three months prior to the meeting. This copy must be available for review until after the end of the day on which the meeting is held.
3. A decision to amend the articles of association must be decided with a super majority of the votes cast (at least two-thirds majority).
4. An amendment to the articles of association becomes immediately effective after it has been stipulated and recorded in a notarial deed.

5. An authentic copy of the deed of amendment and a continuous text of the amended articles of association have to be deposited at the trade register.

#### **Article 20 - Merger, subdivision, conversion**

The stipulation in the previous article applies by implication, as far as possible, to a resolution of the general assembly concerning a merger or subdivision in the sense of title 7 of Book 2 Dutch Civil Code and a resolution of the general assembly concerning conversion of the association into a different legal form in accordance with article 2:18 Dutch Civil Code, leaving the statutory requirements in full force.

#### **Article 21 - Dissolution**

1. The association can be dissolved by a super majority decision of a special meeting of the general assembly or at the annual general assembly.

The stipulations in these articles with respect to a decision to amend the articles of association apply by implication to a resolution for the dissolution.

With the resolution for the dissolution of the association, the allocation of any positive balance left in its accounts after winding-up will be decided then.

If, at the time of its dissolution, the association has no assets, it ceases to exist. In that case the board only needs to notify the trade register.

The books and documents of the dissolved association remain in the keeping of the person, appointed to this purpose by the board when the resolution to wind up is made, for seven years after the association has ceased to exist. Within eight days after the commencement of this obligation to retain the records the appointed keeper is required to provide his name and address to the trade register.

2. The association is additionally dissolved by:
  - insolvency after the association is declared bankrupt;
  - a judicial decision served to this end in the cases mentioned by the law.

#### **Article 22 – Winding-up**

1. The board is charged with the settlement of the assets of the association, insofar as no other liquidator(s) has/have been appointed at the approval of a resolution for dissolution.

2. After the resolution for the dissolution the association is in liquidation.

The association shall continue to exist after dissolution, for as long as required for the liquidation of its assets.

During winding-up the stipulations of the articles of association shall remain in force to the extent possible and necessary.

In documents and announcements sent by the association, the term 'in liquidation' is to be added to the name of the association.

3. Any positive balance after winding-up will be allocated as far as possible in accordance with the purpose of the association.

This allocation is determined at the time of and in the resolution for dissolution, or in its absence, by the liquidator(s).

Winding-up is completed at the moment there are no longer any assets known to the liquidators. In case of winding-up the association ceases to exist the moment winding-up is completed. The liquidators make a statement to this effect to the trade register.

#### **Article 23 – Regulations**

1. The general assembly can determine one or more regulations.

2. A regulation can give further instructions with respect to issues such as but not limited to, the membership, the introduction of new members, the membership fee, the activities of the board, workgroups or committees and meetings.  
A regulation must not be in violation of the law or of the articles of association and may not contain any stipulations that ought to be regulated by the articles of association.

## **FINAL STATEMENTS**

The person appearing finally stated:

### **PRESENT BOARD**

According to specification of the person appearing, the board of the association is constituted as follows right now:

1. Mrs. Carmen Vallejo Asute, afore mentioned, as a chairman,
2. Mrs. Ruth Isabella Hoffman, afore mentioned, as vice-chairman,
3. Mrs. Poonam Bagai, afore mentioned, as treasurer,
4. Mrs. Luisa Basset Salom, afore mentioned, as secretary,
5. Mr. Kit Kwan Pau, afore mentioned, as a member,
6. Mrs. Carmen Marcela Zubieta Acuña, afore mentioned, as a member,
7. Mr. Kenneth Dalton Dollman, afore mentioned, as a member,
8. Mrs. Mary Martina McGowan, afore mentioned, as a member.

### **FIRST FINANCIAL YEAR**

The first official financial year of the association ends on the thirty-first of December two thousand fifteen.

### **ADDRESS**

The address of the association is Schouwstede 2b in 3431JB Nieuwegein.

### **ENTRY IN THE TRADE REGISTER**

The board sees to an immediate first entry of the association into the trade register, to prevent the board members from remaining jointly and severally liable for any commitment of the association.

### **CHOICE OF DOMICILE**

For all issues to which this deed pertains the parties choose domicile at the office of the civil-law notary, depository of this deed.

### **ATTACHED DOCUMENTS**

The following documents have been attached to this deed:

- minutes;
- attorneys.

### **CONCLUSION**

The person appearing is known to me, civil-law notary, and the identity of the person appearing has been ascertained by me, civil-law notary, going by the document designated for that purpose.

WHEREOF DEED,

passed in Nieuwegein on the date as mentioned at the beginning of this deed.

The substance of the deed has been stated and explained to the person appearing.

The person appearing declared to have received a copy of the deed in time before its passing, to have examined the content of the deed and that the consequences ensuing from the deed for parties have been explained to him and not to appreciate a full reading of the deed.

This deed has been read out to a limited extent and immediately after that signed by the person appearing and subsequently by me, civil-law notary.