

File number: 2019.0536.01

Ref: KH - 250422.V5

AMENDMENT TO THE STATUTES

Today, the twenty-fourth day of May in the year two thousand and twenty-two, appears before me before me, Pascale Henriëtte Mathea Josephine Corstens-Schnackers, candidate civil-law notary as a proxy on behalf of mr. Karen Anne Hüpler-Hebben, practising in Utrecht, the Netherlands:

Mrs Diana Cornelia Francisca Mackaij, born in Utrecht on thirty October nineteen hundred and seventy-two, whose address for the purposes of this deed is 3581 CM Utrecht, Maliebaan 6, acting as mentioned below.

The person appearing declares:

- that the Executive Committee of the association with full legal capacity: **European Crystallographic Association**, having its registered office in Nijmegen, the Netherlands and its office address at Padualaan 8, 3584 CH Utrecht, the Netherlands, registered in the trade register under number 10043238, resolved to approve the present amendment to the charter;
- that the Executive Committee furthermore resolved to designate the person appearing to execute this deed;
- that the above-mentioned resolutions of the Executive Committee are evident from a document attached to this deed.

The person appearing, acting as referred to above, furthermore declared, for the purpose of effecting the above-mentioned resolution, to amend the charter of the association in its entirety to read as follows:

CHARTER

Definitions.

1. In this charter, the terms set out below have the meanings stated next to them:

delegate means a delegate as further defined in article 14.

council means the body of the association referred to in Title 2 of Book 2 of the Dutch Civil Code as the general meeting (*'algemene vergadering'*).

executive committee means the board of the association (*'bestuur van de vereniging'*).

officer means a member of the executive committee.

days means all days of a week and therefore not excepting generally recognised public holidays or days considered equivalent thereto under the Dutch General Extension of Time Limits Act (*'Algemene termijnenwet'*).

adhering body means the national crystallographic association of a country within Europe or adjacent to it and - in the absence of such association - another legal entity representing the practising crystallographers of the country concerned. Any number of countries may agree to form a group in order to name or establish a single adhering body. This body shall form a joint national or regional committee for crystallography. Wherever the terms Country and National Crystallographic Association are used in these Statutes or in the By-Laws, they shall be taken to mean such groups of countries and joint national or regional committees for crystallography

IUCr means the legal entity under the law of Switzerland: International Union

of Crystallography.

in writing means a message transmitted by letter, email or any other electronic means of communication, provided the message is legible and can be reproduced.

statutes means the association's charter ('*statuten*').

association means the association whose internal organisation is governed by this charter, namely the association with full legal capacity: European Crystallographic Association, registered in the trade register under number 10043238.

2. Any references to articles will refer to articles of this charter, unless expressly provided otherwise. References in this charter to 'he' are also deemed to refer to 'she' as well as 'they'. References in this charter to 'his' or 'him' are also meant to refer to 'her' as well as 'their' or 'them'.

NAME. REGISTERED OFFICE

Article 1.

1. The name of the association is: **European Crystallographic Association.**
2. The association's abridged name is: ECA.
3. The association has its registered office in Zeist, the Netherlands.
4. The association was incorporated on the twenty-fifth of August nineteen hundred and ninety-seven.

OBJECTS

Article 2.

1. The objects of the association are to:
 - a. promote the science of crystallography;
 - b. promote the development of crystallography in the broadest sense of the word;
 - c. promote European collaboration in the field of crystallography and - in so far as relevant to the association - also with countries outside Europe,and furthermore, to perform all other acts that are related, directly or indirectly, or conducive to the above, in the broadest sense of the word.
2. The association attempts to realise its objects by:
 - a. promoting scientific research in the field of crystallography at a European level;
 - b. organising and supporting scientific congresses, schools and other meetings in the field of crystallography.
 - c. initiating and stimulating collaboration between scientists and scientific organisations in the field of crystallography;
 - d. participating in committees of similar and related organisations;
 - e. collaborating with similar and related organisations;
 - f. acting as a member of organisations contributing to the realisation of the objects of the association, including becoming a member of the IUCr;
 - g. awarding prizes to persons and organisations having made a substantial contribution to the science of crystallography,and furthermore, to perform all other acts that are related, directly or indirectly, or are conducive to the above, in the broadest sense of the word.
3. The association has no profit motive and aims to operate as a public benefit organisation within the meaning of Section 5b of the Dutch State Taxes Act (*Algemene wet inzake rijksbelastingen*).

ASSOCIATION'S FINANCIAL YEAR AND MEMBERSHIP YEAR

Article 3.

1. The association's financial year starts on April 1st and ends on March 31st.
2. The membership year commences on the day on which the first contribution of the member concerned was credited to the bank account in the name of the association and ends one year later.

MEMBERSHIP

Article 4.

1. The association has:
 - a. national members;
 - b. affiliated members;
 - c. individual members.References in this charter to membership or members are understood to mean national members, affiliated members and individual members, unless stated otherwise.
2. *National members*

Only organisations qualifying as an adhering body, whether or not in the form of a crystallographic committee, may register as a national member.
3. Registration as a national member must be made with the executive committee. The council will decide on the admission of a national member.

In the event of registration of a legal entity unable to demonstrate that it is the national crystallographic association of a country, the council will decide whether the registration was made by a legal entity representing the practising crystallographers of a country.
No more than one national member can be admitted per country.
4. *affiliated members*

Legal entities and partnerships with a scientific interest related to crystallography may register as an affiliated member.
5. Registration as an affiliated member must be made with the executive committee. The council will decide on the admission of an affiliated member.
6. *individual members*

Natural persons with a scientific interest related to crystallography may register as an individual member.
Registration as an individual member must be made with the executive committee. The executive committee will decide on the admission of an individual member. If the executive committee refuses to admit an individual member, the council may decide to admit that individual member.
7. The executive committee shall keep a membership register, in which the names and addresses and/or email addresses of all members and delegates are recorded and in respect of which further specifications may be laid down in the internal regulations. The members and delegates are obliged to inform the executive committee of any changes to these details immediately.

MEMBERSHIP FEE

Article 5.

1. The members are obliged to pay a membership fee to the association, the amount is determined by the council on the proposal of the executive committee. The new membership fee will take effect on the first of the month following the month in which the new membership fee was determined.
2. The amount of the membership fee of national members will depend on the number of members represented by a national member. Further rules on this may be laid down in the by-laws.
3. The executive committee may divide the members into categories paying different membership fees.

END OF MEMBERSHIP. SUSPENSION

Article 6.

1. National membership ends:
 - a. if and as soon as a national member ceases to exist;
 - b. if and as soon as a national member no longer complies with the provisions of article 4 paragraph 2;
 - c. as a result of bankruptcy of the national member;

- d. as a result of notice of termination given by the national member;
- e. as a result of notice of termination given by the association;
- f. as a result of disqualification.

Affiliate membership ends:

Affiliate membership ends:

- a. if and as soon as an affiliate member ceases to exist;
- b. if and as soon as an affiliate member no longer complies with the provisions of article 4 paragraph 2;
- c. as a result of bankruptcy of an affiliate member;
- d. as a result of notice of termination given by an affiliate member;
- e. as a result of notice of termination given by the association;
- f. as a result of disqualification.

Individual membership ends:

Individual membership ends:

- a. as a result of the death of the individual member;
- b. as a result of notice of termination given by the individual member;
- c. as a result of notice of termination given by the association;
- d. as a result of disqualification.

2. Members must give notice of termination of their membership in writing by the end of the membership year with due observance of a notice period of four weeks, on the understanding that:
 - a. members may give notice of termination of their membership with immediate effect within one month of being notified of a resolution to convert the association into a different legal form, or to merge or demerge;
 - b. members may give notice of termination of their membership with immediate effect within one month of becoming aware or being notified of a resolution limiting their rights or increasing their obligations - other than monetary obligations - in which case the resolution is not applicable to them.
3. Notice of termination of a membership by the association must be given by the executive committee. Such notice may be given if a member no longer complies with the membership requirements, if he fails to fulfil his financial or other obligations towards the association, and if it cannot be reasonably required from the association to continue the membership. Notice of termination given by the executive committee will take effect immediately.
4. Notice of termination given contrary to the provisions of paragraph 2 will cause the membership to end at the earliest permissible time following the date by which notice of termination was given.
5. Disqualification from membership will be effected by the council. This can only be pronounced if a member acts in violation of the charter, regulations or resolutions of the association, or if the member unreasonably harms the association. Disqualification causes the membership to end with immediate effect.
6. The disqualification resolution of the council as described in paragraph 5 of this article must be adopted by a majority of at least three fourths of the votes validly cast.
7. If the membership ends in the course of a membership year, the annual fee will nonetheless remain payable in full.
8. The executive committee may resolve to suspend a member. A suspension that is not followed within six months by a resolution to end the membership shall end by the expiry of that term.
9. A suspended member continues to have its obligations towards the association for the duration of the suspension, although he does not have any rights and will not be admitted to council meetings, except if and in so far as the suspension of the member concerned will be discussed during that council meeting.

EXECUTIVE COMMITTEE

Article 7.

1. The executive committee consists of at least seven natural persons, with the total number of members to be determined by the council.
2. The officers will be appointed by the council, on the understanding that:
 - a. an officer:
 - i. may not be related to another officer, in which connection related is defined as: blood relatives and relatives by marriage up to and including the fourth degree, in which connection cohabitation is considered equivalent to a marriage;
 - ii. may not have a relationship with another officer, in which connection a relationship is defined as: a marriage, registered partnership or cohabitation or conducting a joint household in any other way;
 - iii. may not act as a delegate as well;
 - b. candidates may be nominated for the executive committee by the executive committee itself and on the proposal of at least five members, and further rules regarding the nomination of candidates may be laid down in the internal regulations;
 - c. all officers will therefore be appointed without consulting the members.
3. Each officer fulfils his task independently and not bound by any instructions.

EXECUTIVE COMMITTEE: OFFICES. DURATION. END OF EXECUTIVE COMMITTEE MEMBERSHIP. ABSENCE OR INABILITY TO ACT. SUSPENSION

Article 8.

1. The executive committee consists of a president, a vice-president, a secretary, a treasurer, a past-president and an education coordinator. Other officers will be called general officer. Each officer will be appointed as such to his office by the council, on the understanding that:
 - a. an officer may fulfil the same office within the executive committee for six years, except for the office of president;
 - b. the office of president may be fulfilled for no more than three years;
 - c. the president after his resignation as president can only be reappointed to the office of past-president.
2. The executive committee is chosen in its entirety. The officers will be appointed for a term of three years.
3. An officer is may be reappointed once for a period of three years. An officer will be eligible for reappointment as an officer (and for any subsequent reappointment) only after the expiry of a period of three years.
4. An officer appointed to fill an interim vacancy will take the place of the person whose vacancy he was appointed to fill.
5. The executive committee membership of the person filling an interim vacancy (the "deputy") commences on the date on which this person accepted his executive committee membership in writing. Acceptance by a deputy will take place in writing on a date following the date his predecessor retired.
6. The term of a "deputy" ends when three years have lapsed after the appointment of the officer whose interim vacancy he was appointed to fill (the originally appointed officer).
7. A deputy of a deputy will also resign no later than three years after the appointment of the officer whose interim vacancy the first deputy in line was appointed to fill (the originally appointed officer).
8. An officer will retire as a result of:
 - a. his death;
 - b. his voluntary dismissal (retirement);
 - c. his dismissal by the council;
 - d. losing the capacity on the basis of which he was appointed.

- e. losing his right to dispose of his property;
 - f. the expiry of the term for which he was appointed;
 - g. his irrevocable conviction of a crime as referred to in Section 67(1) of the Dutch Code of Criminal Procedure.
9. If an officer is absent or unable to act, the remaining officers will be charged with the management. In the absence of one or more officers, the remaining officers or the sole remaining officer will constitute a quorum. Vacancies must be filled as soon as reasonably possible. In case of absence or inability of all officers, the association will be governed by one or more persons appointed by the council. For the acts of management carried out during this period, the persons appointed shall be assimilated to an officer.
10. *Absence* occurs if a vacancy arises as a result of the retirement or dismissal of an officer and no immediate successor is appointed or as a result of the death of an officer.
Inability to act occurs in any case if an officer as a result of:
- a. suspension;
 - b. illness lasting longer than one month; or
 - c. inaccessibility lasting longer than one month,
- is temporarily not authorised or capable of carrying out the tasks or exercising the powers under or pursuant to the law, this charter or the internal regulations of the association.
11. Each of the officers may be suspended or dismissed by the council. A suspension that is not followed within three months by a resolution to dismiss shall end by the expiry of that term. A resolution as referred to in this paragraph may only be adopted by a majority of at least two thirds of the votes validly cast.

ADOPTION OF EXECUTIVE COMMITTEE RESOLUTIONS

Article 9.

1. The executive committee will meet as often as necessary pursuant to the charter or if the president or another officer so desires.
2. Resolutions can only be adopted at meetings if at least fifty percent of the officers are present. An officer may not have himself represented at a executive committee meeting by a fellow officer.
3. Executive committee meetings can also be held by means of telephone or video conferencing, or using any other means of communication, providing each participating officer can be heard by all the other participants at the same time.
4. All executive committee resolutions are passed by a simple majority of votes, unless otherwise provided for in this charter.
5. Minutes will be drawn up of the deliberations at a meeting by the person designated for that purpose by the president. The executive committee may resolve that a list of resolutions be drawn up instead of minutes.
6. The executive committee may also adopt a resolution (in writing) without holding a meeting, by a simple majority of the votes and only if none of the officers opposes this form of adopting resolutions. The resolution will be included in the report of the next meeting.
7. Every officer guards against a conflict of interest between himself and the association.
8. An officer who has a direct or indirect personal interest that conflicts with the interest of the association must inform the other officers of this.
9. In that event, such officer is obliged to refrain from taking part in the deliberations and adoption of the resolution concerning the matter in respect of which the conflict of interest applies; he does not have the right to vote in respect thereof and he is not taken into account for a possible quorum that applies to the adoption of the resolution.
If all the officers have a conflict of interest with the association, the resolution will be adopted by the council.

10. The executive committee arranges at all times for a careful record of the resolutions adopted if a conflict of interest arises as referred to in paragraph 8 of this article.

TASK, POWERS AND REMUNERATION

Article 10.

1. The executive committee is charged with the management of the association. In fulfilling their tasks, every officer must be guided by the interests of the association and its organisation.
2. Testamentary dispositions may only be accepted under the benefit of inventory.
3. Provided it has the approval of the council, the executive committee is authorised to enter into agreements for the acquisition, sale and encumbering of property subject to registration, and to enter into agreements whereby the association binds itself as guarantor or as joint and several debtor, warrants performance by a third party or provides security for a debt of a third party.
4. Every year, before a time to be determined by the council, the executive committee will draw up a policy plan and corresponding budget, and will submit these documents to the council for approval.
5. The officers will in that capacity not receive any remuneration, either directly or indirectly. Officers may - at the discretion of the council - be entitled to reimbursement of the reasonable costs incurred by them when carrying out their duties.

REPRESENTATION

Article 11.

1. The association is represented by the executive committee. The association may also be represented by:
 - a. two officers acting jointly;
 - b. the president acting independently.
2. The executive committee may resolve to grant power of attorney to one or more officers, and to third parties, to represent the association within the limits of that power of attorney. The executive committee may resolve to grant a title to authorised representatives.
3. The executive committee shall notify the Commercial Register of the Chamber of Commerce of the granting of a continuous power of representation.

ANNUAL ACCOUNTS. REPORT

Article 12.

1. The executive committee is obliged to keep records of the association's financial position and of everything relating to the association's activities, according to the requirements resulting from these activities, and to keep corresponding books, documents and other data carriers in such a way that the association's rights and obligations can be known at all times.
2. The executive committee will issue an officer's report regarding the affairs of the association and the policy conducted by it at a council meeting within six months of the end of the association's financial year, unless this term is extended by the council. It will submit the balance sheet and the statement of income and expenditure with explanatory notes to the council for approval. These documents will be signed by the officers; if the signature of one or more of them is missing, such will be stated while providing the reason therefore. After expiry of the term, each member may claim at law that the joint executive committee members perform these obligations.
3. The council will instruct an accountant as referred to in Section 2:393(1) of the Dutch Civil Code to audit the balance sheet and statement of income and expenditure as drawn up by the executive committee. The accountant will give the result of his audit in a report the nature of which will

be determined in mutual consultation between the executive committee and the accountant concerned. In

this context, legislation applicable to the association will be complied with. This report will be added to the documents to be submitted for approval to the council.

4. If the council does not give an accountant the instruction referred to above, or if the accountant does not issue a statement on the fairness of the documents, it will appoint from among the ordinary members an audit committee consisting of at least two persons who may not be members of the executive committee. The committee will audit the documents referred to in the second sentence of paragraph 2 of this article and will report its findings to the council. If the audit of these documents requires specialised knowledge of accounting, the audit committee may be assisted by an expert to be paid for by the association, provided the executive committee has given its approval. The executive committee will be required to provide the audit committee, for purposes of its audit, with all such information as it may request and, if so desired, to give it access to the cash and cash equivalents, and to make the books, documents and other data carriers of the association available for inspection.
5. The executive committee is obliged to keep the books, documents and other data carriers referred to in paragraphs 1 and 2 for a period of seven years.

COUNCIL MEETING

Article 13.

1. Every year, within six months of the end of the association's financial year, a council meeting - the annual meeting - is to be held.
At the annual meeting, the following will be addressed, among other things:
 - a. discussion of the executive committee report and the balance sheet and the statement of income and expenditure, including the accountant's report;
 - b. approval of the balance sheet and statement of income and expenditure;
 - c. approval of the policy conducted by the executive committee in the period to which the executive committee report, the balance sheet and the statement of income and expenditure relate, in so far as this policy is evident from these documents or the results thereof have been incorporated in these documents;
 - d. filling of vacancies, if any;
 - e. the appointment of one or more persons as referred to in Article 8 paragraph 9
 - f. motions of the executive committee or the members, announced in the notice convening the meeting.

As a rule, the annual meeting will be held during a congress organised by the association or during a congress of the IUCr.

2. Other council meetings will be held as often as the executive committee deems desirable.
3. Furthermore, the executive committee is obliged, at the written request of at least such a number of members with voting rights ('councillors') as authorised to cast one tenth part of the votes, to convene a council meeting within four weeks after the request was submitted.
If no action has been taken on the request within fourteen days, the persons who made the request may convene the meeting themselves in accordance with article 15.

COUNCIL MEETING. REPRESENTATION OF THE MEMBERS BY THE DELEGATES

Article 14.

1. The council of the association is formed by the delegates of the members who are chosen by and from among the members in the manner laid down below in paragraphs 2, 3 and 4.
2. *delegates of national members*
Each national member may appoint one person as its delegate. A delegate of a national member will be appointed as such by the national member concerned. A delegate of a national member cannot at the same time act as a delegate of another national member, an affiliated member or delegate of the individual members.
3. *delegates of affiliated members*
The number of delegates of affiliated members will be determined on the basis of the total number of affiliated members as at the first of January and in the following manner - not bound by a maximum number of votes:
 - a. up to and including one hundred affiliated members: one delegate;
 - b. more than one hundred affiliated members and up to and including two hundred affiliated members: two delegates;
 - c. more than two hundred affiliated members and up to and including three hundred affiliated members: three delegates;
 - d. et cetera.A delegate of affiliated members must also be a member, officer or employee of an affiliated member.
A delegate of an affiliated member cannot at the same time act as a delegate of another affiliated member, a national member or delegate of the individual members.
4. *delegates of individual members*
The number of delegates of individual members will be determined on the basis of the total number of individual members as of the first of January and in the following manner - not bound by a maximum number of votes:
 - a. up to and including one hundred individual members: one delegate;
 - b. more than one hundred individual members and up to and including two hundred individual members: two delegates;
 - c. more than two hundred individual members and up to and including three hundred individual members: three delegates;
 - d. et cetera.A delegate of individual members must be an individual member himself.
A delegate of individual members cannot at the same time act as a delegate of a national member or delegate of an affiliated member.
5. Rules regarding the nomination and election of delegates of affiliated members and individual members will be laid down in the by-laws, with due observance of the following provisions:
 - a. delegates of affiliated members and individual members will be elected by the affiliated members and individual members with voting rights, respectively, by means of voting forms - whether or not in digital form - which will be sent by or on behalf of the executive committee to all affiliated members and individual members with voting rights in a timely manner;
 - b. each affiliated member and individual member with voting rights may cast his vote in the manner and within the term stated on the voting form;
 - c. each affiliated member and individual member with voting rights may cast one vote.
6. Being a delegate is incompatible with being an officer.
7. Delegates are appointed for a period of three years and may be reappointed for an unlimited number of times.
8. A delegate retires:
 - a. as a result of his death;
 - b. as a result of his voluntary dismissal (retirement);

- c. as a result of dismissal by the national member which appointed him as delegate;
 - d. if and as soon as a situation occurs as described in paragraph 6 of this article;
 - g. by expiry of the term for which he was appointed delegate.
- In the internal regulations, further rules may be laid down which give rise to or are related to retirement .
- 9. Each delegate is authorised to exercise the rights attached to the membership, on the understanding that:
 - a. each delegate may be present at council meetings;
 - b. each delegate may address council meetings;
 - c. each delegate may exercise the voting right.
 - 10. Before a delegate can be admitted to a council meeting, he may be requested to identify himself and, furthermore, to sign an attendance list stating the member represented by him.

COUNCIL MEETING. MANNER OF CONVOCAATION. ACCESS. ELECTRONIC ADOPTION OF RESOLUTIONS

Article 15.

1. Council meetings will be convened by the executive committee. Notices convening a meeting will be given in writing to the addresses of the members and delegates as stated in the membership register. The term for convening a meeting will be at least sixty days, not counting the day of convening and the day of the meeting.
The convening notice to each member and each delegate who consents to this may be dispatched electronically by means of a legible and reproducible message to the address that the member or delegate has communicated for this purpose to the association.
2. The notice convening the meeting will state the subjects to be discussed at the meeting.
3. All non-suspended members, the delegates and officers of the association have access to the council meeting. In addition, a delegate of the IUCr will be invited to attend the council meeting. The delegate of the IUCr may address the council meeting, but he explicitly has no voting right.
The council will decide on admission to the meeting of persons other than those specified above.
4. The executive committee may resolve that a member is authorised, either in person or through a party holding a written power of attorney, to attend and address the council meeting, and to exercise his voting right at the council meeting, using an electronic means of communication. The use of the electronic means of communication is at the risk of the person entitled to vote.
5. For the purposes of paragraph 4 it is a requirement that the person entitled to vote can be identified, can directly take note of the business transacted at the meeting and can exercise the voting right by the electronic means of communication. The executive committee may attach conditions to the use of the electronic means of communication. If the executive committee resolves to attach conditions, these will be announced in the notice convening the meeting.
6. The executive committee may resolve that a person entitled to vote is authorised to cast his vote prior to the council meeting using an electronic means of communication.
Only those persons who are included as persons with voting rights in the association's membership register at a time to be stated in the notice convening the council meeting are entitled to cast their votes in this manner. This manner of voting is only permitted after the council meeting has been convened, but never earlier than on the fourteenth day prior to that of the meeting and never later than on the day prior to that of the meeting.
The executive committee will take care of the registration of these votes and will communicate the votes to the chairman of the council meeting.
Persons entitled to vote who have cast their votes in this manner may not revoke their votes. Nor may they cast a new vote at the council meeting. If a member who has cast his votes in this manner is no longer a member of the association at the time of the council meeting, his vote will be deemed to have not been cast.

COUNCIL MEETING. VOTING RIGHT. ADOPTION OF RESOLUTIONS

Article 16.

1. All delegates of affiliated members, the delegates of individual members and the delegates of non-suspended national members have the right to vote at meetings. Each such delegate has the right to cast one vote.

Any votes cast prior to the council meeting using an electronic means of communication will be considered equal to votes cast at the time of the meeting.

Delegates are not authorised to vote through a party holding a power of attorney.

2. Resolutions will be adopted by a simple majority of the votes validly cast at a meeting at which at least half of the number of delegates is present, unless provided otherwise in this charter.
Blank votes will be regarded as not having been cast.
3. If the votes are equally divided, the motion is rejected.
4. Votes for persons shall take place in writing, unless the meeting resolves to vote by acclamation.
5. A resolution unanimously adopted by all the delegates, even if not in a meeting, will have the same effect as a resolution of the council meeting, provided it has been adopted with prior knowledge of the executive committee.
6. The opinion of the chairman expressed at the council meeting, that a resolution was adopted by the meeting, will be decisive. The same applies to the content of an adopted resolution in so far as voting took place on a motion not laid down in writing.
7. If, however, immediately after expressing this opinion, the correctness thereof is challenged, a new vote will be taken if the majority of the meeting or, if the original vote was not taken by roll call or in writing, any attendee holding voting rights so requires. This new vote will nullify the original vote.

CHAIRMANSHIP. MINUTES

Article 17.

1. Council meetings will be chaired by the president of the executive committee. If the president is absent, the vice-president will act as chairman of the meeting. If the chairmanship is not provided for in this way, the meeting will itself provide for this.
2. Minutes of the proceedings at the meeting will be kept by or on behalf of the secretary or another person designated for this purpose by the chairman of the meeting. The content of the minutes will be communicated to the members.
3. If a meeting is convened at the request of members with due observance of the provisions of article 13 paragraph 3 of this charter, the persons who made the request may instruct persons other than the officers to chair the meeting and draw up the minutes.

COMMITTEES AND INTEREST GROUPS

Article 18.

committees

1. The executive committee may form and disband one or more committees. The executive committee will notify the council of this.
2. The executive committee determines the task and powers of the individual committees.
3. Committee members are appointed and dismissed by the executive committee.
4. An overview of the committees of the association will be included in the internal regulations.
5. In the internal regulations, further stipulations may be laid down regarding the procedures, tasks and powers of a committee.

interest groups

6. The council may - whether or not on the proposal of the executive committee, at least four national members, at least twenty affiliated members or at least twenty individual members - form and disband one or more interest groups. An interest group is designated as a "Special Interest Group" or a "General Interest Group".
7. The council will determine the task and powers of the individual interest

- groups and appoint the first members of a working group.
8. An overview of the interest groups of the association will be included in the internal regulations - while specifying whether they are a "Special Interest Group" or "General Interest Group".
 9. In the internal regulations, further rules may be laid down regarding the appointment of the members of an interest group as well as the procedures, tasks and powers of an interest group.

BY-LAWS Article 19.

1. Anything for which further rules are required can be regulated by the internal regulations. Internal regulations may not contain any provisions that are in contravention of the law or this charter.
2. The internal regulations will be adopted and amended by the council. The provisions of the following two articles regarding an amendment of this charter apply by analogy to the adoption and amendment of internal regulations.

AMENDMENT OF ARTICLES. MERGER. DEMERGER

Article 20.

1. No changes may be made to the charter of the association other than by a resolution of the council meeting, for which a meeting has been convened with the announcement that the amendments of the charter will be proposed there.
2. At least three months prior to the council meeting, a copy of the motion, in which the proposed amendment is included verbatim, must be available for inspection by the members at a place suitable for that purpose - including the website of the association - until after the day on which the meeting will be held.
3. A resolution to amend the charter may only be adopted with a majority of at least two thirds of the votes validly cast.
The meeting must be attended by at least two thirds of the number of delegates with voting rights.
4. If a meeting at which a motion to amend the charter will be dealt with is not attended by at least two thirds of the number of delegates with voting rights, a new meeting will be convened, to be held at least fourteen days later, but no later than sixty days after the first meeting. At this meeting, a resolution to amend the charter may be validly adopted with a majority of at least two thirds of the votes validly cast, irrespective of the number of delegates with voting rights present.
5. The provisions of this article apply by analogy to a resolution to merge or demerge.

Article 21.

The provisions of article 20 will not apply if all the delegates with voting rights are present at the council meeting and the resolution to amend the charter is adopted unanimously.

Article 22.

The amendment of the charter will not take effect until a notarial deed to that effect has been drawn up. Each officer is independently authorised to have the aforementioned deed executed.

DISSOLUTION

Article 23.

1. The association can be dissolved by a resolution to this effect by the general meeting. The provisions of articles 20 and 21 apply by analogy.
2. After its dissolution, the association continues to exist in so far as this is necessary for the liquidation of its assets.
The words: in liquidation (*in liquidatie*) must be added to its name in documents and announcements issued by it. Liquidation ends when the liquidators are satisfied that all assets are accounted for.
3. The officers shall be the liquidators of the assets of the association. The

provisions concerning the appointment, suspension, dismissal and supervision of officers remain applicable to them. The other provisions of the charter also continue to apply as much as possible during the liquidation.

4. Any positive balance of the dissolved association will be allocated to a legal person within the meaning of Section 5b of the Dutch State Taxes Act, to be determined by the council meeting, which legal person has an objective that is comparable to that of the association or to a foreign institution that serves the public benefit exclusively or almost exclusively and that has a similar objective.
5. Following liquidation, the books and documents of the dissolved association will be kept by the person designated for this purpose by the council meeting for a period of seven years.

FINAL STIPULATION

Article 24.

The executive committee will have all such powers as have not been conferred on other bodies

by law or by the charter.

TRANSITIONAL STIPULATION

The current financial year, which started on the first of January two thousand and twenty-two, ends on the thirty-first of March two thousand and twenty-three.

END

The person appearing is known to me, the civil-law notary. Furthermore, I, the civil-law notary, communicated the substance of the deed to the person appearing and provided an explanation thereto, including the consequences that arise from the content of the deed.

The person appearing declared that he had taken note of the content of the deed and agreed to it. The person appearing also declared that he agreed expressly to the limited reading of the deed.

Immediately after its limited reading, the deed was signed by the person appearing and then by me, the civil-law notary. This deed was executed in Utrecht on the date stated at the beginning of this deed.