

RZ/GA/LV  
version: 7A

## INCORPORATION EUROPEAN CONSORTIUM FOR ACCREDITATION IN HIGHER EDUCATION (ECA)

On this fifteenth day of April two thousand and fourteen appeared before me, \_\_\_\_\_  
Robert-Jan Eduard Zwaan, a civil-law notary practising at The Hague (the \_\_\_\_\_  
Netherlands): \_\_\_\_\_

1. Mr. Rolf Heusser,

acting as an attorney-in-fact authorised in writing of **AHPGS-Akkreditierung gGmbH**, a private company with limited liability (*gemeinnützige-Gesellschaft mit beschränkter Haftung*) organised under the laws of Germany, –  
having its statutory seat in Freiburg Im Breisgau (Germany) and its office address  
at 79098 Freiburg Im Breisgau (Germany), Sedanstraße 22, registered with the-  
Commercial Register (*Handelsregister*) of the county court (*Amtsgericht*) \_\_\_\_\_  
Freiburg under number HRB 702141 ("**AHPGS**"); and \_\_\_\_\_

2. Mr. Martijn Gerardus Petrus van Ansem, employee of the company: \_\_\_\_\_  
BarentsKrans N.V. of 2514 EA The Hague (the Netherlands),

, acting as an attorney-in-fact authorized in writing of **Fundación Agencia Nacional de Evaluación de la Calidad y Acreditación (ANECA)**, a-  
foundation (*Fundación*) organised under the laws of Spain, having its statutory-  
seat in Madrid (Spain) and its office address at 28020 Madrid (Spain), Calle \_\_\_\_\_  
Orense 11, 7th floor, registered in the Register of Foundations (*Registro de \_\_\_\_\_*  
*Fundaciones*) of the Spanish Ministry of Education, Culture and Sport (*Ministerio*  
*de Educación, Cultura y Deporte*) under number 631 ("**ANECA**"). \_\_\_\_\_

The persons appearing declared that AHPGS and ANECA hereby incorporate an \_\_\_\_\_  
Association under Dutch law, which is governed by the following Articles of \_\_\_\_\_  
Association: \_\_\_\_\_

### NAME AND REGISTERED OFFICE \_\_\_\_\_

#### ARTICLE 1. \_\_\_\_\_

1. The name of the Association is: **European Consortium for Accreditation in \_\_\_\_\_**  
**Higher Education**. The short name of the Association is: ECA. \_\_\_\_\_

2. The Association has its registered office in The Hague, the Netherlands, and will be governed by Dutch law.\_\_\_\_\_

#### OBJECTIVE\_\_\_\_\_

#### ARTICLE 2.\_\_\_\_\_

1. The objectives of the Association are:\_\_\_\_\_
  - a. to achieve mutual recognition of accreditation and quality assurance\_\_\_\_\_ decisions, to enhance the conditions for such mutual recognition, especially- for joint programmes;\_\_\_\_\_
  - b. to provide a platform for mutual learning and disseminating experiences with- accreditation and accreditation-like practises;\_\_\_\_\_
  - c. to provide transparent information on quality; and\_\_\_\_\_
  - d. to facilitate the internationalisation of institutions and students;\_\_\_\_\_ and, furthermore, to perform any and all acts relating to the foregoing in the- broadest sense.\_\_\_\_\_
2. To achieve the objectives of the Association the Members agree to undertake\_\_\_\_\_ activities in Working Groups. The topics of these activities and their\_\_\_\_\_ corresponding Working Groups will be determined in the Annual Work Plan. The Annual Work Plan will include the dissemination of the work of the Association- and the exchange of information with other organisations with the same\_\_\_\_\_ objectives as the Association, both in and outside of Europe.\_\_\_\_\_
3. The Association does not have the objective to make a profit.\_\_\_\_\_
4. The Association cooperates with other relevant networks.\_\_\_\_\_

#### MEMBERSHIP\_\_\_\_\_

#### ARTICLE 3.\_\_\_\_\_

1. Eligible for Membership shall be an organisation:\_\_\_\_\_
  - a. which has its registered office in a country which participates in the Bologna- Process ("**Bologna Countries**");\_\_\_\_\_
  - b. which has been established as a corporate body or is based on national\_\_\_\_\_ and/or regional regulations and/or agreements;\_\_\_\_\_
  - c. which has accreditation or accreditation-like practices as one of its principal- functions;\_\_\_\_\_
  - d. which contributes actively to the objectives of the Association; and\_\_\_\_\_
  - e. which fulfils the ECA Code of Good Practice and/or the Standards and\_\_\_\_\_ Guidelines for Quality Assurance in the European Higher Education Area.\_\_\_\_\_
2. The By-laws may stipulate further provisions and criteria in respect of admission- of Members and termination (*opzegging*) and removal (*ontzetting*) of Membership and may determine the rules relating to payments of an entrance fee and/or\_\_\_\_\_ periodic Membership fees.\_\_\_\_\_

20130344

3. The Board will keep a register in which the names and addresses of all of the—  
Members will be recorded.\_\_\_\_\_

#### **ADMISSION**\_\_\_\_\_

#### **ARTICLE 4.**\_\_\_\_\_

1. The General Meeting will decide on the admission of a Member.\_\_\_\_\_
2. Each Member must nominate an authorised representative as well as a deputy—  
who will represent the Member in the General Meeting.\_\_\_\_\_

#### **END OF MEMBERSHIP**\_\_\_\_\_

#### **ARTICLE 5.**\_\_\_\_\_

1. The Membership will end:\_\_\_\_\_
  - a. upon notice of termination being given by the Member;\_\_\_\_\_
  - b. upon notice of termination being given by the General Meeting. Such notice of  
termination may be given if:\_\_\_\_\_
    - a Member no longer meets the requirements stipulated for the\_\_\_\_\_
    - Membership by the Articles of Association;\_\_\_\_\_
    - if a Member no longer fulfils its obligations towards the Association;\_\_\_\_\_
    - if a Member acts in the name of the Association without authorisation;\_\_\_\_\_
    - if a Member misrepresents its membership of the Association as implying  
any level of recognition beyond the criteria that allowed its admission to—  
the Association; or\_\_\_\_\_
    - if the Association cannot reasonably be required to continue the\_\_\_\_\_
    - Membership;\_\_\_\_\_
  - c. upon being removed by the General Meeting. A Member may be removed—  
only if it acts contrary to the Articles of Association, By-laws or resolutions of  
the Association, or unreasonably disadvantages the Association;\_\_\_\_\_
  - d. if a Member is wound-up or ceases to exist pursuant to a (legal) merger or—  
demerger, but only if and when the General Meeting has adopted a resolution  
in accordance with paragraph 2 hereof.\_\_\_\_\_
2. Membership shall, where the Member is a legal person and ceases to exist as the  
result of a merger or demerger, be transmitted to the transferee legal person or,  
as the case may be, to one of the transferee legal persons in accordance with the  
description appended to the deed of demerger, unless the General Meeting—  
decides otherwise within three months after the effective date of the merger of—  
demerger. Upon adoption of such a resolution, Membership will end per the date  
of the resolution. Regulations regarding mergers or demergers of Members may—  
be given in By-laws.\_\_\_\_\_
3. Notice of termination of the Membership by the Member or by the General—  
Meeting may be given only effective from the end of a financial year and with due  
observance of a notice period of four weeks. The Membership may be terminated

with immediate effect, however, if the Association or the Member cannot—  
reasonably be required to continue the Membership.——

4. A notice of termination issued contrary to the provisions of paragraph 3 hereof will terminate the Membership as from the earliest permitted date after the date as—  
from which notice of termination was given.——
5. A Member may terminate its Membership with immediate effect within one month after being informed of a resolution to convert the Association into a different legal form or a merger or demerger resolution within the meaning of Book 2, Title 7, of the Dutch Civil Code.——
6. A Member may furthermore terminate its Membership with immediate effect—  
within one month after a resolution by which its rights are limited or its obligations are increased comes to its knowledge or is notified to him; the resolution will then not apply to that Member. This power of the Member does not apply in the event of any adjustment of financial rights and obligations.——
7. If the Membership ends in the course of a financial year, the annual contribution—  
will nevertheless be due in full.——

#### **ANNUAL CONTRIBUTIONS. OBLIGATIONS**——

##### **ARTICLE 6.**——

1. The Members are obliged to pay an annual contribution, to be determined by the General Meeting. They may be registered in separate categories that pay——  
different contributions.——
2. The Board is authorised to grant dispensation in special cases, wholly or partly, -  
from the obligation to pay an annual contribution.——
3. After having received approval for that purpose from the General Meeting, the—  
Board is authorised to attach obligations to the Membership.——

#### **BOARD**——

##### **ARTICLE 7.**——

1. The Board of the Association will be composed of three to seven Board Members. Ideally, the Board will consist of seven Board Members.——
2. Only persons (individuals) can be appointed as Board Member, subject to the—  
provisions of paragraph 3 hereof.——
3. The Members of the Board will be appointed by the General Meeting. The——  
appointment will be made from amongst the representatives of the Members and their deputies.——
4. The Chair and the Vice-Chair will be appointed in function by the General——  
Meeting. The Board may appoint one of its members as Treasurer.——
5. Each of the ordinary Board Members must belong to a different Bologna Country.
6. The Members of the Board will be appointed on the basis of one or more——  
non-binding nominations. Both the Board and each Member are authorised to——

20130344

draw up such a nomination. The nomination by the Board will be announced in the notices convening the meeting. A nomination by a Member must be submitted to the Board in writing before the start of the meeting. \_\_\_\_\_

7. If a vacancy arises in the Board which has not been provided for by the General Meeting, the Board is authorized (notwithstanding the provisions of paragraph 3) to appoint an interim Board Member for the period up to the next General Meeting (either a General Meeting in accordance with Article 13 or a written resolution in accordance with Article 18). \_\_\_\_\_
8. By-laws may lay down further provisions and criteria in respect of appointment of the Members of the Board. \_\_\_\_\_

**END OF BOARD MEMBERSHIP. RETIREMENT BY ROTATION. SUSPENSION—  
ARTICLE 8.** \_\_\_\_\_

1. Each Board Member, even if he has been appointed for a specified period, may at all times be removed from office or suspended by the General Meeting. If no— decision has been made within three months after suspension to terminate such suspension or to remove the Board Member from office, the suspension will end.
2. Each Board Member will resign not later than two years after being appointed, in accordance with a retirement schedule to be drawn up by the Board. The— resigning person may be re-elected. A person appointed to an interim vacancy— will take the place of his predecessor on the retirement schedule. \_\_\_\_\_
3. The Board Membership will furthermore end: \_\_\_\_\_
  - a. upon a Board Member's death; \_\_\_\_\_
  - b. when a Board Member resigns; \_\_\_\_\_
  - c. when a Board Member is declared bankrupt, obtains court protection from— creditors or otherwise loses the right to dispose of his/her assets; \_\_\_\_\_
  - d. if and when a Board Member is no longer a representative or a deputy— representative of a Member of the Association. \_\_\_\_\_

**DECISION-MAKING PROCES** \_\_\_\_\_

**ARTICLE 9.** \_\_\_\_\_

1. The Chair will preside over the meetings of the Board. If the Chair is absent then the meeting will be chaired by the Vice-Chair. If the Chair and Vice-Chair are both absent, one of the other Board members, to be designated by the Board, will act as chairperson. \_\_\_\_\_
2. The Coordinator shall take minutes of the proceedings at the meeting, which— minutes shall be adopted and signed by the Chair and the Coordinator. \_\_\_\_\_
3. All resolutions of the Board will be adopted by an absolute majority of the votes— cast. \_\_\_\_\_
4. Resolutions of the Board may also be adopted outside a meeting in writing,— provided they are adopted unanimously by all Board Members then in office. \_\_\_\_\_

5. By-laws may set out rules regarding meetings of, and the decision-making process by, the Board.

#### **MANAGEMENT TASK. REPRESENTATION**

##### **ARTICLE 10.**

1. Without prejudice to the limitations imposed by these Articles of Association, the Board will be entrusted with the management of the Association. The Board is the policy making body of the Association. Both Chair and Vice-Chair actively promote and contribute to the objectives of the Association.
2. If the number of Board Members has dropped below three, the Board will nevertheless remain authorised. It will be required, however, as soon as possible to convene a General Meeting at which the vacancy or vacancies in question will be discussed.
3. The Board is authorised under its own responsibility to have certain parts of its task carried out by Working Groups.
4. The Board has authority to resolve to enter into agreements to purchase, dispose or encumber registered property or to enter into agreements by which the Association commits itself as guarantor or joint or several debtor, warrants performance by a third party or undertakes to provide security for a debt of a third party and to represent the Association in these matters.
5. Without prejudice to the provisions of paragraph 4 hereof, the Board is authorised to represent the Association. The Chair, the Vice-Chair and the Coordinator are also independently authorised to represent the Association.

#### **ANNUAL REPORT. RENDERING OF ACCOUNTS**

##### **ARTICLE 11.**

1. The Association's financial year shall be the calendar year.
2. The Board is required in such a way to keep records of the financial condition of the Association and of all matters related to the activities of the Association, in accordance with the requirements arising from those activities, and to keep the related books, records and other data carriers in such a way, that the rights and obligations of the Association are all times apparent there from.
3. At a General Meeting held within six months after the end of the financial year, unless this period has been extended by the General Meeting, the Board shall submit an Annual Report, which is prepared by the Coordinator, on the course of business of the Association and on the policy conducted. It shall submit the balance sheet and the statement of income and expenditures with notes for the approval of the General Meeting. These documents shall be signed by the Board Members; if one or more signatures are missing, this shall be stated giving the reasons therefore. After expiration of such period, every Member may commence

proceedings against each and every officer individually for the enforcement of—  
these obligations.\_\_\_\_\_

4. Each year, the General Meeting will appoint a Financial Committee consisting of at least two members, who may not be Members of the Board. The Financial—  
Committee will audit the documents referred to in paragraph 3 hereof and will—  
report to the General Meeting on its findings. The Board is required to provide the  
Financial Committee with all of the information requested by it for the benefit of its  
audit, to show it the cash and assets if it so wishes, and to make the books,\_\_\_\_  
records and other data carriers of the Association available to it for its inspection.
5. If the auditing of the rendering of accounts requires special accounting\_\_\_\_\_  
knowledge, the Financial Committee may be assisted by an expert.\_\_\_\_\_
6. The burden of the Financial Committee may always be revoked, but only through  
the appointment of another Financial Committee.\_\_\_\_\_
7. Instead of appointing a Financial Committee, the General Meeting may appoint a  
chartered accountant (*registeraccountant*) to audit the Annual Report.\_\_\_\_\_
8. The Board is required to keep the books, records and other data carriers referred  
to in paragraph 2 and 3 hereof for a period of seven years, without prejudice to—  
the provisions of paragraph 9 hereof.\_\_\_\_\_
9. The data placed on a data carrier, with the exception of the balance sheet and the  
profit and loss account set down on paper, may be transferred to and kept on—  
another data carrier, provided that this transfer takes place while correctly and—  
fully representing the data and provided that the data are available throughout the  
entire retention period and can be made readable within a reasonable period.\_\_\_\_

#### **THE SECRETARIAT**\_\_\_\_\_

##### **ARTICLE 12.**\_\_\_\_\_

1. The Association will have a Secretariat.\_\_\_\_\_
2. The Secretariat is responsible for the day-to-day operations of the Association, -  
under the supervision of the Board.\_\_\_\_\_
3. The Secretariat shall have the following tasks:\_\_\_\_\_
  - a. prepare and convene the General Meetings and the meetings of the Board;
  - b. prepare the reports and publications of the Association and administer the—  
websites of the Association;\_\_\_\_\_
  - c. prepare the Annual Report, administer the finances (maintain operational and  
financial control systems), collect the annual contributions and any other\_\_\_\_  
financial contributions to the activities of the Association;\_\_\_\_\_
  - d. support the Board and encourage the Working Groups and Committees; and
  - e. coordinate services provided by the Association.\_\_\_\_\_
4. The Secretariat is led by the Coordinator. The Coordinator operates under the—  
responsibility of the Board.\_\_\_\_\_

5. The Coordinator of the Secretariat will be appointed by the General Meeting. Only natural persons may be appointed as Coordinator. In case of a vacancy which—has not been provided for by the General Meeting, the Board is authorized to—appoint an interim Coordinator for the period up to the next General Meeting—(either a General Meeting in accordance with Article 13 or a written resolution in accordance with Article 18).\_\_\_\_\_
6. The Coordinator, even if he/she has been appointed for a specified period, may at all times be removed from office or suspended by the General Meeting. If no—decision has been made within three months after suspension to terminate such suspension or to remove the Coordinator from office, the suspension will expire.
7. The General Meeting may adopt rules and regulations to define the position of—and to govern the procedures of the Secretariat.\_\_\_\_\_

#### **GENERAL MEETINGS**\_\_\_\_\_

##### **ARTICLE 13.**\_\_\_\_\_

1. All powers in the Association not assigned by law or by these Articles of—Association to the Board will vest in the General Meeting.\_\_\_\_\_
2. Annually, not later than within six months after the end of the financial year, a—General Meeting – the Annual Meeting – will be held. The following will be—discussed at the Annual Meeting, among other things:\_\_\_\_\_
  - a. the Annual Work Plan;\_\_\_\_\_
  - b. the Annual Report and rendering of accounts as referred to in Article 11 of—these Articles of Association, with the report by the Financial Committee as—referred to in that Article;\_\_\_\_\_
  - b. the appointment of the Financial Committee for the following year;\_\_\_\_\_
  - c. the filling of any vacancies;\_\_\_\_\_
  - d. proposals of the Board or the Members, announced in the notices convening the meeting.\_\_\_\_\_
3. Other General Meetings will be convened as often as the Board considers—desirable or it is required to do so by law or by these Articles of Association.\_\_\_\_\_
4. At the written request of at least such number of Members as are authorised to—cast one-tenth of the votes at the General Meeting, the Board will be required to—convene a General Meeting to be held within a period of not more than four—weeks after the filing of the request. If the request is not complied with within—fourteen days, the applicants may themselves convene a meeting, in accordance with Article 17 of these Articles of Association or by means of an advertisement in at least one popular newspaper in the place where the Association has its—registered seat, with due observance of the notice period for convening a meeting as specified in Article 17 of these Articles of Association. The applicants may then



assign the chairpersonship of the meeting and the keeping of minutes to parties other than Board Members.

#### **ACCESS TO MEETINGS AND VOTING RIGHTS**

##### **ARTICLE 14.**

1. All Members of the Association and all Board Members will have access to the General Meeting. Suspended Board Members will not have access to the General Meeting.
2. The Board will decide on the admission of parties other than those referred to in paragraph 1 hereof.
3. Each Member of the Association will have a vote at that meeting.
4. A person entitled to vote may grant another person entitled to vote a written proxy to cast his vote.
5. A person entitled to vote pursuant to paragraph 1 may exercise the voting right by electronic means of communication. This person must be able to be identified, and must be able to take cognizance of the proceedings at the meeting and exercise the right to vote. Furthermore, this person must also be able to participate in the deliberations.
6. By-laws may set the conditions for the use of electronic means of communication. If such conditions are set in by-laws, these shall be announced in the convening notice.

#### **CHAIRPERSONSHIP. MINUTES**

##### **ARTICLE 15.**

1. The General Meetings will be chaired by the Chair of the Board. If the Chair of the Board is absent, the Vice-Chair will act as chairperson. If the Chair and the Vice-Chair are both absent, one of the other Board Members, to be designated by the Board, will act as chairperson. If no chairperson can be appointed in this manner either, the meeting will appoint its own chairperson. Until that moment, the chairperson will be the oldest person present at the meeting in terms of age.
2. Minutes will be kept of the business transacted at each meeting by the Coordinator or another person designated for that purpose by the chairperson, which minutes will be adopted and signed by the chairperson and by the person charged with keeping the minutes. The persons who convene the meeting may have a notarial report drawn up of the business transacted. The content of the minutes or of the official report will be brought to the attention of the Members.

#### **DECISION-MAKING PROCESS BY THE GENERAL MEETING**

##### **ARTICLE 16.**

1. The opinion of the chairperson, expressed at the General Meeting, on the outcome of a vote will be decisive. The same applies to the content of a resolution adopted in so far as a vote was held on a proposal not set down in writing.

2. If, however, immediately after a decision as referred to in the first paragraph—being pronounced, its correctness is disputed, a new vote will be held if the—majority of the meeting or, if the original vote was not taken by roll call or in—writing, a person entitled to vote who is present so requires. The legal effects of—the original vote will lapse as a result of that new vote.\_\_\_\_\_
3. Except in so far as a greater majority is prescribed by law or by these Articles of Association, all resolutions of the General Meeting will be adopted by an absolute majority of the votes cast, which absolute majority must also represent an—absolute majority of the Bologna Countries in which the Members have their—registered office.\_\_\_\_\_
4. Blank and invalid votes shall not be counted as votes.\_\_\_\_\_
5. In a vote on persons, if no one has acquired the absolute majority, a second vote will be held. If then again no one has acquired the absolute majority, new votes—will be held until either one person has acquired the absolute majority or a vote—has been held between two persons and that vote is equally divided. The—aforesaid new votes (not including the second vote) will each time be held—between the persons who received votes in the preceding vote, with the—exception, however, of the person who received the smallest number of votes in—that preceding vote. If the smallest number of votes in that preceding vote was—cast in respect of more than one person, a drawing of lots will decide in respect of—which of those persons no vote may be cast in the new vote. If a vote between—two persons is equally divided, a drawing of lots will decide which of them has—been elected.\_\_\_\_\_
6. If a vote is equally divided, the proposal will be deemed to have been rejected,—without prejudice to the provisions of paragraph 5 hereof.\_\_\_\_\_
7. All votes will be taken orally, unless the chairperson provides that the votes will be cast in writing. In the case of an election of persons, a person entitled to vote who is present may demand that the votes be cast in writing. Written voting will take—place by unsigned secret ballot notes. Decision-making by acclamation is—possible, unless a person entitled to vote requires voting by roll call.\_\_\_\_\_
8. Provided that all the Members are present or represented at a General Meeting, valid resolutions may be adopted, provided that this is done by a unanimous vote, on all subjects raised (including a proposal to amend these Articles of Association or to wind up the Association) even if the meeting was not convened in the—prescribed manner or if any other formality has not been observed.\_\_\_\_\_

#### **CONVENING OF GENERAL MEETINGS**\_\_\_\_\_

##### **ARTICLE 17.**\_\_\_\_\_

1. The General Meetings will be convened by the Board, without prejudice to the—provisions of Article 13 paragraph 4 of these Articles of Association. The—\_\_\_\_\_

convening notices will be sent in writing to the addresses of the Members set out in the Members' register referred to in Article 3 paragraph 3 of these Articles of Association by the Coordinator on behalf of the Board. The minimum term for—  
convening the meeting is seven days.\_\_\_\_\_

2. The subjects to be discussed must be stated in the convening notices, without—  
prejudice to the provisions of Articles 19 and 20 of these Articles of Association.

#### **WRITTEN RESOLUTION PROCEDURE**\_\_\_\_\_

##### **ARTICLE 18.**\_\_\_\_\_

1. Members may pass resolutions without holding a meeting on condition that all—  
Members agree to this resolution procedure in writing or by electronic means.—  
The votes shall be cast in writing. The Board shall be given the opportunity to—  
make recommendations before any resolutions are passed.\_\_\_\_\_
2. If a resolution is passed in accordance with the provisions of paragraph 1 hereof,  
all quorum and qualified majority requirements imposed by law or these Articles—  
of Association shall apply by analogy, with the proviso that the number of votes—  
cast without holding a meeting must be at least equal to the number of votes—  
needed to meet the quorum requirement for the resolution in question.\_\_\_\_\_

#### **AMENDMENTS TO THE ARTICLES OF ASSOCIATION**\_\_\_\_\_

##### **ARTICLE 19.**\_\_\_\_\_

1. The Articles of Association may not be amended otherwise than by resolution of a  
General Meeting, which has been convened while stating that an amendment to—  
the Articles of Association will be proposed at that meeting.\_\_\_\_\_
2. The persons who convened the General Meeting for the discussion of a proposal  
to amend the Articles of Association must make a copy of that proposal,\_\_\_\_\_—  
containing the proposed amendment verbatim, available at a suitable place for—  
inspection by the Members, at least five days before the meeting until the end of  
the day at which the meeting is held.\_\_\_\_\_
3. A resolution to amend Article 20 paragraph 1 of these Articles of Association or—  
this paragraph 3 will require a unanimous vote of all Members at a meeting at—  
which all Members are present or represented. If no resolution is adopted, a—  
second meeting as referred to in paragraph 4 cannot be held.\_\_\_\_\_
4. A resolution to amend other Articles of these Articles of Association will require:
  - a majority of at least two-thirds of the votes cast;\_\_\_\_\_
  - at a meeting at which at least two-thirds of the Members are present or—  
represented; and\_\_\_\_\_
  - which majority must also represent an absolute majority of the Bologna—  
Countries in which the Members have their registered office.\_\_\_\_\_

If two-thirds of the Members are not present or represented, a second meeting—  
will be convened after that first meeting, to be held within four weeks after the first

meeting, at which a resolution may be adopted on the proposal raised at the—  
previous meeting regardless of the number of Members present or represented,  
provided that (i) this is done by a majority of at least two-thirds of the votes cast—  
and (ii) this majority represents an absolute majority of the Bologna Countries in—  
which the Members have their registered office.\_\_\_\_\_

5. An amendment to the Articles of Association will not enter into force until a—  
notarial deed has been drawn up in Dutch. Each Board Member is authorised to—  
have that deed executed.\_\_\_\_\_

#### **DISSOLUTION**\_\_\_\_\_

##### **ARTICLE 20.**\_\_\_\_\_

1. The Association may be dissolved by a resolution of the General Meeting. The—  
provisions of Article 19 paragraph 1 and 3 of these Articles of Association will—  
apply accordingly.\_\_\_\_\_
2. After the dissolution, the Association will be liquidated by the Board Members.—  
The Board may decide to appoint other persons as liquidators.\_\_\_\_\_
3. Any surplus remaining after the liquidation will be paid to the parties who were—  
Members at the date of the resolution to wind up the Association. Each of them—  
will receive an equal share. The surplus may, however, also be put to a different  
use in the resolution to wind up the Association.\_\_\_\_\_
4. After completion of the liquidation, the books, records and other data carriers of—  
the dissolved Association shall remain in the custody of the person designated for  
that purpose by the liquidators, for the period prescribed by law.\_\_\_\_\_
5. Otherwise the provisions of Book 2, Title 1, of the Dutch Civil Code will apply to—  
the liquidation.\_\_\_\_\_

#### **WORKING GROUPS**\_\_\_\_\_

##### **ARTICLE 21.**\_\_\_\_\_

1. The General Meeting may establish Working Groups. The General Meeting will—  
assign activities to the Working Groups in the Annual Work Plan. As stipulated in  
Article 10 paragraph 3, the Board is also authorized - under its own—  
responsibility - to have certain parts of its task carried out by Working Groups.—
2. The authority of the Working Groups will be determined by the General Meeting.

#### **COMMITTEES**\_\_\_\_\_

##### **ARTICLE 22.**\_\_\_\_\_

1. The General Meeting may establish standing committees. The members of—  
standing committees shall be appointed and removed from office by the General  
Meeting. The authority of the standing committees will be determined by the—  
General Meeting.\_\_\_\_\_

20130344

2. The Board may establish temporarily special committees. The members of—  
special committees shall be appointed and removed from office by the Board.—  
The authority of special committees will be determined by the Board.—

**BY-LAWS**—**ARTICLE 23.**—

- 1 The General Meeting may adopt By-laws.—  
2 The By-laws may not be contrary to the law, even in so far as they do not contain  
rules of mandatory law, or to these Articles of Association.—

**IN WRITING**—**ARTICLE 24.**—

Without prejudice to the provisions of Article 16 paragraph 7, in these Articles 'in—  
writing' means by letter, by telecopier, by e-mail, or by message which is transmitted  
via any other current means of communication and which can be received in the—  
written form, provided that the identity of the sender can be sufficiently established.

**FINAL DECLARATIONS**—

In conclusion, the persons appearing declared the following:—

1. both incorporators AHPGS and ANECA as well as the parties listed in Annex 1 to  
this deed have acceded as the first Members of the Association;—  
2. the following persons are appointed as Board Members:—  
a. Mr. Rolf Heusser,

as Chair of the Board;—

- b. Mr. Rafael Constantino van Grieken Salvador,

- c. Mr. Jürgen Christoph Petersen,

- d. Mr. Lucien Leon Henri Bollaert,

- e. Ms. Anette Dørge,

for the period that will end at the first General Meeting of the Association to be—  
held in June two thousand and fourteen;—

3. Mr. Mark Maria Hubert Frederiks,

appointed as the Coordinator of the Secretariat referred to in Article 12; and—

4. the first financial year of the Association shall end on the thirty-first day of \_\_\_\_\_  
December two thousand and fourteen. \_\_\_\_\_

**POWER OF ATTORNEY** \_\_\_\_\_

The powers of attorney of the persons appearing are evidenced by two private \_\_\_\_\_  
instruments, copies of which are attached to the present deed. \_\_\_\_\_

**CONCLUSION** \_\_\_\_\_

The persons appearing are known to me, civil law notary. \_\_\_\_\_

The present deed was executed at The Hague on the day and year first above \_\_\_\_\_  
written. \_\_\_\_\_

After the sum and substance of the present deed had been summarized to the \_\_\_\_\_  
persons appearing, they declared to have been able to take note of its contents \_\_\_\_\_  
sufficiently prior to the execution of the present deed, to have received a summary-  
explanation of its contents, to have been informed of the consequences for the \_\_\_\_\_  
parties that result from this deed and not to require the deed to be read aloud in its-  
entirety. \_\_\_\_\_

Finally this deed, after the partial reading, was signed by the persons appearing and  
consecutively by me, civil law notary.

(Under the deed follow the signatures).

3. The Board will keep a register in which the names and addresses of all of the—  
Members will be recorded.\_\_\_\_\_

**ADMISSION**\_\_\_\_\_**ARTICLE 4.**\_\_\_\_\_

1. The General Meeting will decide on the admission of a Member.\_\_\_\_\_
2. Each Member must nominate an authorised representative as well as a deputy—  
who will represent the Member in the General Meeting.\_\_\_\_\_

**END OF MEMBERSHIP**\_\_\_\_\_**ARTICLE 5.**\_\_\_\_\_

1. The Membership will end:\_\_\_\_\_
  - a. upon notice of termination being given by the Member;\_\_\_\_\_
  - b. upon notice of termination being given by the General Meeting. Such notice of  
termination may be given if:\_\_\_\_\_
    - a Member no longer meets the requirements stipulated for the\_\_\_\_\_
    - Membership by the Articles of Association;\_\_\_\_\_
    - if a Member no longer fulfils its obligations towards the Association;\_\_\_\_\_
    - if a Member acts in the name of the Association without authorisation;\_\_\_\_\_
    - if a Member misrepresents its membership of the Association as implying  
any level of recognition beyond the criteria that allowed its admission to—  
the Association; or\_\_\_\_\_
    - if the Association cannot reasonably be required to continue the\_\_\_\_\_
    - Membership;\_\_\_\_\_
  - c. upon being removed by the General Meeting. A Member may be removed—  
only if it acts contrary to the Articles of Association, By-laws or resolutions of  
the Association, or unreasonably disadvantages the Association;\_\_\_\_\_
  - d. if a Member is wound-up or ceases to exist pursuant to a (legal) merger or—  
demerger, but only if and when the General Meeting has adopted a resolution  
in accordance with paragraph 2 hereof.\_\_\_\_\_
2. Membership shall, where the Member is a legal person and ceases to exist as the  
result of a merger or demerger, be transmitted to the transferee legal person or,  
as the case may be, to one of the transferee legal persons in accordance with the  
description appended to the deed of demerger, unless the General Meeting—  
decides otherwise within three months after the effective date of the merger of—  
demerger. Upon adoption of such a resolution, Membership will end per the date  
of the resolution. Regulations regarding mergers or demergers of Members may  
be given in By-laws.\_\_\_\_\_
3. Notice of termination of the Membership by the Member or by the General—  
Meeting may be given only effective from the end of a financial year and with due  
observance of a notice period of four weeks. The Membership may be terminated

with immediate effect, however, if the Association or the Member cannot—  
reasonably be required to continue the Membership.—

4. A notice of termination issued contrary to the provisions of paragraph 3 hereof will terminate the Membership as from the earliest permitted date after the date as—  
from which notice of termination was given.—
5. A Member may terminate its Membership with immediate effect within one month after being informed of a resolution to convert the Association into a different legal form or a merger or demerger resolution within the meaning of Book 2, Title 7, of the Dutch Civil Code.—
6. A Member may furthermore terminate its Membership with immediate effect—  
within one month after a resolution by which its rights are limited or its obligations are increased comes to its knowledge or is notified to him; the resolution will then not apply to that Member. This power of the Member does not apply in the event of any adjustment of financial rights and obligations.—
7. If the Membership ends in the course of a financial year, the annual contribution—  
will nevertheless be due in full.—

#### **ANNUAL CONTRIBUTIONS. OBLIGATIONS**—

##### **ARTICLE 6.**—

1. The Members are obliged to pay an annual contribution, to be determined by the General Meeting. They may be registered in separate categories that pay—  
different contributions.—
2. The Board is authorised to grant dispensation in special cases, wholly or partly,—  
from the obligation to pay an annual contribution.—
3. After having received approval for that purpose from the General Meeting, the—  
Board is authorised to attach obligations to the Membership.—

#### **BOARD**—

##### **ARTICLE 7.**—

1. The Board of the Association will be composed of three to seven Board Members. Ideally, the Board will consist of seven Board Members.—
2. Only persons (individuals) can be appointed as Board Member, subject to the—  
provisions of paragraph 3 hereof.—
3. The Members of the Board will be appointed by the General Meeting. The—  
appointment will be made from amongst the representatives of the Members and their deputies.—
4. The Chair and the Vice-Chair will be appointed in function by the General—  
Meeting. The Board may appoint one of its members as Treasurer.—
5. Each of the ordinary Board Members must belong to a different Bologna Country.
6. The Members of the Board will be appointed on the basis of one or more—  
non-binding nominations. Both the Board and each Member are authorised to—



draw up such a nomination. The nomination by the Board will be announced in the notices convening the meeting. A nomination by a Member must be submitted to the Board in writing before the start of the meeting. \_\_\_\_\_

7. If a vacancy arises in the Board which has not been provided for by the General Meeting, the Board is authorized (notwithstanding the provisions of paragraph 3) to appoint an interim Board Member for the period up to the next General Meeting (either a General Meeting in accordance with Article 13 or a written resolution in accordance with Article 18). \_\_\_\_\_
8. By-laws may lay down further provisions and criteria in respect of appointment of the Members of the Board. \_\_\_\_\_

**END OF BOARD MEMBERSHIP. RETIREMENT BY ROTATION. SUSPENSION—  
ARTICLE 8.** \_\_\_\_\_

1. Each Board Member, even if he has been appointed for a specified period, may at all times be removed from office or suspended by the General Meeting. If no— decision has been made within three months after suspension to terminate such suspension or to remove the Board Member from office, the suspension will end.
2. Each Board Member will resign not later than two years after being appointed, in accordance with a retirement schedule to be drawn up by the Board. The— resigning person may be re-elected. A person appointed to an interim vacancy— will take the place of his predecessor on the retirement schedule. \_\_\_\_\_
3. The Board Membership will furthermore end: \_\_\_\_\_
  - a. upon a Board Member's death; \_\_\_\_\_
  - b. when a Board Member resigns; \_\_\_\_\_
  - c. when a Board Member is declared bankrupt, obtains court protection from— creditors or otherwise loses the right to dispose of his/her assets; \_\_\_\_\_
  - d. if and when a Board Member is no longer a representative or a deputy— representative of a Member of the Association. \_\_\_\_\_

**DECISION-MAKING PROCES** \_\_\_\_\_

**ARTICLE 9.** \_\_\_\_\_

1. The Chair will preside over the meetings of the Board. If the Chair is absent then the meeting will be chaired by the Vice-Chair. If the Chair and Vice-Chair are both absent, one of the other Board members, to be designated by the Board, will act as chairperson. \_\_\_\_\_
2. The Coordinator shall take minutes of the proceedings at the meeting, which— minutes shall be adopted and signed by the Chair and the Coordinator. \_\_\_\_\_
3. All resolutions of the Board will be adopted by an absolute majority of the votes— cast. \_\_\_\_\_
4. Resolutions of the Board may also be adopted outside a meeting in writing,— provided they are adopted unanimously by all Board Members then in office. \_\_\_\_\_

5. By-laws may set out rules regarding meetings of, and the decision-making process by, the Board.

#### **MANAGEMENT TASK. REPRESENTATION**

##### **ARTICLE 10.**

1. Without prejudice to the limitations imposed by these Articles of Association, the Board will be entrusted with the management of the Association. The Board is the policy making body of the Association. Both Chair and Vice-Chair actively promote and contribute to the objectives of the Association.
2. If the number of Board Members has dropped below three, the Board will nevertheless remain authorised. It will be required, however, as soon as possible to convene a General Meeting at which the vacancy or vacancies in question will be discussed.
3. The Board is authorised under its own responsibility to have certain parts of its task carried out by Working Groups.
4. The Board has authority to resolve to enter into agreements to purchase, dispose or encumber registered property or to enter into agreements by which the Association commits itself as guarantor or joint or several debtor, warrants performance by a third party or undertakes to provide security for a debt of a third party and to represent the Association in these matters.
5. Without prejudice to the provisions of paragraph 4 hereof, the Board is authorised to represent the Association. The Chair, the Vice-Chair and the Coordinator are also independently authorised to represent the Association.

#### **ANNUAL REPORT. RENDERING OF ACCOUNTS**

##### **ARTICLE 11.**

1. The Association's financial year shall be the calendar year.
2. The Board is required in such a way to keep records of the financial condition of the Association and of all matters related to the activities of the Association, in accordance with the requirements arising from those activities, and to keep the related books, records and other data carriers in such a way, that the rights and obligations of the Association are all times apparent there from.
3. At a General Meeting held within six months after the end of the financial year, unless this period has been extended by the General Meeting, the Board shall submit an Annual Report, which is prepared by the Coordinator, on the course of business of the Association and on the policy conducted. It shall submit the balance sheet and the statement of income and expenditures with notes for the approval of the General Meeting. These documents shall be signed by the Board Members; if one or more signatures are missing, this shall be stated giving the reasons therefore. After expiration of such period, every Member may commence

proceedings against each and every officer individually for the enforcement of—  
these obligations.\_\_\_\_\_

4. Each year, the General Meeting will appoint a Financial Committee consisting of at least two members, who may not be Members of the Board. The Financial—  
Committee will audit the documents referred to in paragraph 3 hereof and will—  
report to the General Meeting on its findings. The Board is required to provide the  
Financial Committee with all of the information requested by it for the benefit of its  
audit, to show it the cash and assets if it so wishes, and to make the books,\_\_\_\_  
records and other data carriers of the Association available to it for its inspection.
5. If the auditing of the rendering of accounts requires special accounting\_\_\_\_\_  
knowledge, the Financial Committee may be assisted by an expert.\_\_\_\_\_
6. The burden of the Financial Committee may always be revoked, but only through  
the appointment of another Financial Committee.\_\_\_\_\_
7. Instead of appointing a Financial Committee, the General Meeting may appoint a  
chartered accountant (*registeraccountant*) to audit the Annual Report.\_\_\_\_\_
8. The Board is required to keep the books, records and other data carriers referred  
to in paragraph 2 and 3 hereof for a period of seven years, without prejudice to—  
the provisions of paragraph 9 hereof.\_\_\_\_\_
9. The data placed on a data carrier, with the exception of the balance sheet and the  
profit and loss account set down on paper, may be transferred to and kept on—  
another data carrier, provided that this transfer takes place while correctly and—  
fully representing the data and provided that the data are available throughout the  
entire retention period and can be made readable within a reasonable period.\_\_\_\_

#### **THE SECRETARIAT**\_\_\_\_\_

##### **ARTICLE 12.**\_\_\_\_\_

1. The Association will have a Secretariat.\_\_\_\_\_
2. The Secretariat is responsible for the day-to-day operations of the Association, -  
under the supervision of the Board.\_\_\_\_\_
3. The Secretariat shall have the following tasks:\_\_\_\_\_
  - a. prepare and convene the General Meetings and the meetings of the Board;
  - b. prepare the reports and publications of the Association and administer the—  
websites of the Association;\_\_\_\_\_
  - c. prepare the Annual Report, administer the finances (maintain operational and  
financial control systems), collect the annual contributions and any other\_\_\_\_  
financial contributions to the activities of the Association;\_\_\_\_\_
  - d. support the Board and encourage the Working Groups and Committees; and
  - e. coordinate services provided by the Association.\_\_\_\_\_
4. The Secretariat is led by the Coordinator. The Coordinator operates under the—  
responsibility of the Board.\_\_\_\_\_

5. The Coordinator of the Secretariat will be appointed by the General Meeting. Only natural persons may be appointed as Coordinator. In case of a vacancy which—has not been provided for by the General Meeting, the Board is authorized to—appoint an interim Coordinator for the period up to the next General Meeting—(either a General Meeting in accordance with Article 13 or a written resolution in accordance with Article 18).\_\_\_\_\_
6. The Coordinator, even if he/she has been appointed for a specified period, may at all times be removed from office or suspended by the General Meeting. If no—decision has been made within three months after suspension to terminate such suspension or to remove the Coordinator from office, the suspension will expire.
7. The General Meeting may adopt rules and regulations to define the position of—and to govern the procedures of the Secretariat.\_\_\_\_\_

#### **GENERAL MEETINGS**\_\_\_\_\_

##### **ARTICLE 13.**\_\_\_\_\_

1. All powers in the Association not assigned by law or by these Articles of—Association to the Board will vest in the General Meeting.\_\_\_\_\_
2. Annually, not later than within six months after the end of the financial year, a—General Meeting – the Annual Meeting – will be held. The following will be—discussed at the Annual Meeting, among other things:\_\_\_\_\_
  - a. the Annual Work Plan;\_\_\_\_\_
  - b. the Annual Report and rendering of accounts as referred to in Article 11 of—these Articles of Association, with the report by the Financial Committee as—referred to in that Article;\_\_\_\_\_
  - b. the appointment of the Financial Committee for the following year;\_\_\_\_\_
  - c. the filling of any vacancies;\_\_\_\_\_
  - d. proposals of the Board or the Members, announced in the notices convening the meeting.\_\_\_\_\_
3. Other General Meetings will be convened as often as the Board considers—desirable or it is required to do so by law or by these Articles of Association.\_\_\_\_\_
4. At the written request of at least such number of Members as are authorised to—cast one-tenth of the votes at the General Meeting, the Board will be required to—convene a General Meeting to be held within a period of not more than four—weeks after the filing of the request. If the request is not complied with within—fourteen days, the applicants may themselves convene a meeting, in accordance with Article 17 of these Articles of Association or by means of an advertisement in at least one popular newspaper in the place where the Association has its—registered seat, with due observance of the notice period for convening a meeting as specified in Article 17 of these Articles of Association. The applicants may then

assign the chairpersonship of the meeting and the keeping of minutes to parties other than Board Members.

## **ACCESS TO MEETINGS AND VOTING RIGHTS**

### **ARTICLE 14.**

1. All Members of the Association and all Board Members will have access to the General Meeting. Suspended Board Members will not have access to the General Meeting.
2. The Board will decide on the admission of parties other than those referred to in paragraph 1 hereof.
3. Each Member of the Association will have a vote at that meeting.
4. A person entitled to vote may grant another person entitled to vote a written proxy to cast his vote.
5. A person entitled to vote pursuant to paragraph 1 may exercise the voting right by electronic means of communication. This person must be able to be identified, and must be able to take cognizance of the proceedings at the meeting and exercise the right to vote. Furthermore, this person must also be able to participate in the deliberations.
6. By-laws may set the conditions for the use of electronic means of communication. If such conditions are set in by-laws, these shall be announced in the convening notice.

## **CHAIRPERSONSHIP. MINUTES**

### **ARTICLE 15.**

1. The General Meetings will be chaired by the Chair of the Board. If the Chair of the Board is absent, the Vice-Chair will act as chairperson. If the Chair and the Vice-Chair are both absent, one of the other Board Members, to be designated by the Board, will act as chairperson. If no chairperson can be appointed in this manner either, the meeting will appoint its own chairperson. Until that moment, the chairperson will be the oldest person present at the meeting in terms of age.
2. Minutes will be kept of the business transacted at each meeting by the Coordinator or another person designated for that purpose by the chairperson, which minutes will be adopted and signed by the chairperson and by the person charged with keeping the minutes. The persons who convene the meeting may have a notarial report drawn up of the business transacted. The content of the minutes or of the official report will be brought to the attention of the Members.

## **DECISION-MAKING PROCESS BY THE GENERAL MEETING**

### **ARTICLE 16.**

1. The opinion of the chairperson, expressed at the General Meeting, on the outcome of a vote will be decisive. The same applies to the content of a resolution adopted in so far as a vote was held on a proposal not set down in writing.

2. If, however, immediately after a decision as referred to in the first paragraph—being pronounced, its correctness is disputed, a new vote will be held if the—majority of the meeting or, if the original vote was not taken by roll call or in—writing, a person entitled to vote who is present so requires. The legal effects of—the original vote will lapse as a result of that new vote.\_\_\_\_\_
3. Except in so far as a greater majority is prescribed by law or by these Articles of Association, all resolutions of the General Meeting will be adopted by an absolute majority of the votes cast, which absolute majority must also represent an—absolute majority of the Bologna Countries in which the Members have their—registered office.\_\_\_\_\_
4. Blank and invalid votes shall not be counted as votes.\_\_\_\_\_
5. In a vote on persons, if no one has acquired the absolute majority, a second vote will be held. If then again no one has acquired the absolute majority, new votes—will be held until either one person has acquired the absolute majority or a vote—has been held between two persons and that vote is equally divided. The—aforesaid new votes (not including the second vote) will each time be held—between the persons who received votes in the preceding vote, with the—exception, however, of the person who received the smallest number of votes in—that preceding vote. If the smallest number of votes in that preceding vote was—cast in respect of more than one person, a drawing of lots will decide in respect of—which of those persons no vote may be cast in the new vote. If a vote between—two persons is equally divided, a drawing of lots will decide which of them has—been elected.\_\_\_\_\_
6. If a vote is equally divided, the proposal will be deemed to have been rejected,—without prejudice to the provisions of paragraph 5 hereof.\_\_\_\_\_
7. All votes will be taken orally, unless the chairperson provides that the votes will be cast in writing. In the case of an election of persons, a person entitled to vote who is present may demand that the votes be cast in writing. Written voting will take—place by unsigned secret ballot notes. Decision-making by acclamation is—possible, unless a person entitled to vote requires voting by roll call.\_\_\_\_\_
8. Provided that all the Members are present or represented at a General Meeting, valid resolutions may be adopted, provided that this is done by a unanimous vote, on all subjects raised (including a proposal to amend these Articles of Association or to wind up the Association) even if the meeting was not convened in the—prescribed manner or if any other formality has not been observed.\_\_\_\_\_

#### **CONVENING OF GENERAL MEETINGS**\_\_\_\_\_

##### **ARTICLE 17.**\_\_\_\_\_

1. The General Meetings will be convened by the Board, without prejudice to the—provisions of Article 13 paragraph 4 of these Articles of Association. The—

20130344

convening notices will be sent in writing to the addresses of the Members set out in the Members' register referred to in Article 3 paragraph 3 of these Articles of Association by the Coordinator on behalf of the Board. The minimum term for—  
convening the meeting is seven days.\_\_\_\_\_

2. The subjects to be discussed must be stated in the convening notices, without—  
prejudice to the provisions of Articles 19 and 20 of these Articles of Association.

#### **WRITTEN RESOLUTION PROCEDURE**\_\_\_\_\_

##### **ARTICLE 18.**\_\_\_\_\_

1. Members may pass resolutions without holding a meeting on condition that all—  
Members agree to this resolution procedure in writing or by electronic means.—  
The votes shall be cast in writing. The Board shall be given the opportunity to—  
make recommendations before any resolutions are passed.\_\_\_\_\_
2. If a resolution is passed in accordance with the provisions of paragraph 1 hereof,  
all quorum and qualified majority requirements imposed by law or these Articles—  
of Association shall apply by analogy, with the proviso that the number of votes—  
cast without holding a meeting must be at least equal to the number of votes—  
needed to meet the quorum requirement for the resolution in question.\_\_\_\_\_

#### **AMENDMENTS TO THE ARTICLES OF ASSOCIATION**\_\_\_\_\_

##### **ARTICLE 19.**\_\_\_\_\_

1. The Articles of Association may not be amended otherwise than by resolution of a  
General Meeting, which has been convened while stating that an amendment to—  
the Articles of Association will be proposed at that meeting.\_\_\_\_\_
2. The persons who convened the General Meeting for the discussion of a proposal  
to amend the Articles of Association must make a copy of that proposal,\_\_\_\_\_—  
containing the proposed amendment verbatim, available at a suitable place for—  
inspection by the Members, at least five days before the meeting until the end of  
the day at which the meeting is held.\_\_\_\_\_
3. A resolution to amend Article 20 paragraph 1 of these Articles of Association or—  
this paragraph 3 will require a unanimous vote of all Members at a meeting at—  
which all Members are present or represented. If no resolution is adopted, a—  
second meeting as referred to in paragraph 4 cannot be held.\_\_\_\_\_
4. A resolution to amend other Articles of these Articles of Association will require:
  - a majority of at least two-thirds of the votes cast;\_\_\_\_\_
  - at a meeting at which at least two-thirds of the Members are present or—  
represented; and\_\_\_\_\_
  - which majority must also represent an absolute majority of the Bologna—  
Countries in which the Members have their registered office.\_\_\_\_\_

If two-thirds of the Members are not present or represented, a second meeting—  
will be convened after that first meeting, to be held within four weeks after the first

meeting, at which a resolution may be adopted on the proposal raised at the—  
previous meeting regardless of the number of Members present or represented,  
provided that (i) this is done by a majority of at least two-thirds of the votes cast—  
and (ii) this majority represents an absolute majority of the Bologna Countries in—  
which the Members have their registered office.\_\_\_\_\_

5. An amendment to the Articles of Association will not enter into force until a—  
notarial deed has been drawn up in Dutch. Each Board Member is authorised to—  
have that deed executed.\_\_\_\_\_

#### **DISSOLUTION**\_\_\_\_\_

##### **ARTICLE 20.**\_\_\_\_\_

1. The Association may be dissolved by a resolution of the General Meeting. The—  
provisions of Article 19 paragraph 1 and 3 of these Articles of Association will—  
apply accordingly.\_\_\_\_\_
2. After the dissolution, the Association will be liquidated by the Board Members.—  
The Board may decide to appoint other persons as liquidators.\_\_\_\_\_
3. Any surplus remaining after the liquidation will be paid to the parties who were—  
Members at the date of the resolution to wind up the Association. Each of them—  
will receive an equal share. The surplus may, however, also be put to a different  
use in the resolution to wind up the Association.\_\_\_\_\_
4. After completion of the liquidation, the books, records and other data carriers of—  
the dissolved Association shall remain in the custody of the person designated for  
that purpose by the liquidators, for the period prescribed by law.\_\_\_\_\_
5. Otherwise the provisions of Book 2, Title 1, of the Dutch Civil Code will apply to—  
the liquidation.\_\_\_\_\_

#### **WORKING GROUPS**\_\_\_\_\_

##### **ARTICLE 21.**\_\_\_\_\_

1. The General Meeting may establish Working Groups. The General Meeting will—  
assign activities to the Working Groups in the Annual Work Plan. As stipulated in  
Article 10 paragraph 3, the Board is also authorized - under its own—  
responsibility - to have certain parts of its task carried out by Working Groups.—
2. The authority of the Working Groups will be determined by the General Meeting.

#### **COMMITTEES**\_\_\_\_\_

##### **ARTICLE 22.**\_\_\_\_\_

1. The General Meeting may establish standing committees. The members of—  
standing committees shall be appointed and removed from office by the General  
Meeting. The authority of the standing committees will be determined by the—  
General Meeting.\_\_\_\_\_



20130344

2. The Board may establish temporarily special committees. The members of—  
special committees shall be appointed and removed from office by the Board.—  
The authority of special committees will be determined by the Board.—

**BY-LAWS**—**ARTICLE 23.**—

- 1 The General Meeting may adopt By-laws.—  
2 The By-laws may not be contrary to the law, even in so far as they do not contain  
rules of mandatory law, or to these Articles of Association.—

**IN WRITING**—**ARTICLE 24.**—

Without prejudice to the provisions of Article 16 paragraph 7, in these Articles 'in—  
writing' means by letter, by telecopier, by e-mail, or by message which is transmitted  
via any other current means of communication and which can be received in the—  
written form, provided that the identity of the sender can be sufficiently established.

**FINAL DECLARATIONS**—

In conclusion, the persons appearing declared the following:—

1. both incorporators AHPGS and ANECA as well as the parties listed in Annex 1 to  
this deed have acceded as the first Members of the Association;—  
2. the following persons are appointed as Board Members:—  
a. Mr. Rolf Heusser,

as Chair of the Board;—

- b. Mr. Rafael Constantino van Grieken Salvador,

- c. Mr. Jürgen Christoph Petersen,

- d. Mr. Lucien Leon Henri Bollaert,

- e. Ms. Anette Dørge,

for the period that will end at the first General Meeting of the Association to be—  
held in June two thousand and fourteen;—

3. Mr. Mark Maria Hubert Frederiks,

appointed as the Coordinator of the Secretariat referred to in Article 12; and—

4. the first financial year of the Association shall end on the thirty-first day of \_\_\_\_\_  
December two thousand and fourteen. \_\_\_\_\_

**POWER OF ATTORNEY** \_\_\_\_\_

The powers of attorney of the persons appearing are evidenced by two private \_\_\_\_\_  
instruments, copies of which are attached to the present deed. \_\_\_\_\_

**CONCLUSION** \_\_\_\_\_

The persons appearing are known to me, civil law notary. \_\_\_\_\_

The present deed was executed at The Hague on the day and year first above \_\_\_\_\_  
written. \_\_\_\_\_

After the sum and substance of the present deed had been summarized to the \_\_\_\_\_  
persons appearing, they declared to have been able to take note of its contents \_\_\_\_\_  
sufficiently prior to the execution of the present deed, to have received a summary-  
explanation of its contents, to have been informed of the consequences for the \_\_\_\_\_  
parties that result from this deed and not to require the deed to be read aloud in its-  
entirety. \_\_\_\_\_

Finally this deed, after the partial reading, was signed by the persons appearing and  
consecutively by me, civil law notary.

(Under the deed follow the signatures).