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AMENDMENT TO THE CHARTER

Today, the thirtieth day of October two thousand twenty-three, there appeared before me, Karen Anne Hüpler-Hebben, LL.M., civil-law notary practising in Utrecht:

Linda Henrica Gerda Strous, employed and domicile chosen at the office of me, civil-law notary, 3581 CM Utrecht, Maliebaan 6, born in Horst, the Netherlands on the twenty-eighth day of April nineteen hundred and sixty-six, acting for these purposes in the capacity referred to below.

The person appearing declares:

- the general meeting of the association with full legal capacity: **European Association For Behavioural and Cognitive Therapies**, having its registered office in Utrecht and its principal place of business at 5595 DD Leende, Biesven 6 b, registered in the commercial register under number 30212741, resolved to approve the present amendment to the charter;
- the general meeting has furthermore resolved to authorise the person appearing to execute this deed;
- these resolutions of the general meeting are evident from an excerpt from the minutes of the meeting in question, which will be appended to this deed (**Annex**).

The person appearing, acting as aforementioned, furthermore declares, by way of execution of the aforementioned resolution, to amend the charter of the association in full so that they shall read as follows:

CHARTER **DEFINITIONS.**

Article 1.

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

affiliate means an affiliate of the association as referred to in Article 4, paragraph 9.

representative means an officer, director or employee of a member who is explicitly designated by the board of the member in question as the representative of the member in question in the manner provided for in the internal regulations.

general meeting means the body of the association referred to in Title 2 of Book 2 of the Dutch Civil Code as the general meeting, unless the context dictates that it refers to a meeting of the general meeting.

board means the board of the association.

officer means a member of the board.

days means all the days of a week. Generally recognised public holidays or days equated with them under the General Extension of Time Limits Act are therefore not exempted.

Europe means the geographical continent of Europe

audit committee means the committee described in more detail in Article 12.

members / member means the members or a member of the association as further defined in Article 4, unless otherwise stated.

membership means the membership of the association.

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.

charter means the association's charter.

person(s) entitled to vote means the representative of a non-suspended member.

association means the association whose internal organisation is governed by this charter, namely the association with full legal capacity: European Association For Behavioural And Cognitive Therapies, registered in the trade register under number 30212741.

association year means a period equal to a calendar year.

2. Any references to articles will refer to articles of this charter, unless expressly provided otherwise. This charter uses the gender-neutral singular third-person pronouns "they", "them", "their" and "themselves" to refer to all gender orientations.

NAME AND REGISTERED OFFICE.

Article 2

1. The association bears the name: **European Association For Behavioural And Cognitive Therapies.**
2. The association's abridged name is: EABCT.
3. The association has its registered office in the municipality of Heeze-Leende.

OBJECT AND RESOURCES.

Article 3

1. The association has the object of providing an international forum in Europe for discussion of issues relevant to the evidence-based principles and practice of behavioural and cognitive approaches in healthcare, parenting and related areas and domains, both individual and societal, and everything else related to it, all in the broadest sense.
2. The association attempts to achieve this object, among other things, by:
 - a. organising conferences and training courses;
 - b. supporting organisations and projects,and further by employing any other lawful means deemed useful or desirable for achieving the object.

MEMBERSHIP. HONORARY TITLE. AFFILIATES.

Article 4.

1. Only associations based within Europe with an objective corresponding to the objectives of the association mentioned in Article 3, paragraph 1 may apply for membership of the association. Further conditions of membership may be imposed by internal regulations.
2. Application as a member is made in writing by submitting a request to the

- board.
3. The board decides on admission to membership in the manner and under the conditions as specified in the internal regulations.
 4. In case the board decides not to admit an organisation - which decision shall be communicated to the organisation concerned in writing with reasons - the general meeting may still decide to admit. To this end, the organisation concerned may submit a request through the board within one month of being notified of the decision not to admit.
 5. Every member is expected to respect the object of the association and is bound by the association's charter, regulations and resolutions.
 6. The rights attached to membership are exercised by a representative of the member concerned. Further provisions and conditions regarding (the appointment of) representatives may be laid down by internal regulations.
 7. The board keeps a register of members, which contains the names and (email) addresses of all members and representatives, a further specification of which is laid down in regulations, all in compliance with the applicable privacy laws and regulations. Members are obliged to notify changes of address and other changes to the board in writing immediately.
 8. An honorary title may be awarded to natural persons who have shown special merit for the association or in the context of the association's object. The general meeting decides to award the honorary title on the proposal of the board. Further conditions for granting an honorary title are laid down by internal regulations.
 9. The association has affiliates. Affiliates are not members within the meaning of the law and have the rights and obligations set out in the internal regulations.

END OF MEMBERSHIP. SUSPENSION.

Article 5

1. Membership will end:
 - a. if and as soon as a member ceases to exist;
 - b. if a member no longer complies with the provisions of Article 4, paragraph 1 and membership is terminated in accordance with the provisions of paragraph 2(c) and paragraph 4 of this article respectively;
 - c. as a result of bankruptcy of the member;
 - d. as a result of notice of termination given by the member;
 - e. as a result of notice of termination given by the association;
 - f. as a result of disqualification.
2. Members must give notice of termination of membership in writing by the end of the association year with due observance of a notice period of one month, 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;
- c. members may terminate their membership with immediate effect if they have ceased to meet the membership requirements or if members cannot reasonably be required to continue their membership.
 3. 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.
 4. Notice of termination of a membership by the association must be given by the board. Such notice may be given if a member no longer complies with the membership requirements, if it fails to fulfil its financial or other obligations towards the association, and if it cannot reasonably be required from the association to continue the membership. Termination as referred to in this paragraph takes place with immediate effect.
 5. Removal from membership is done by the board. Removal can only be pronounced if a member acts in violation of the charter, regulations or resolutions of the association, or if the member unreasonably prejudices the association. The resolution of removal from membership by the board may be appealed to the general meeting. Pending the appeal, the member is suspended. Further rules on the appeal procedure may be laid down by internal regulations.
 6. If the membership ends in the course of an association year, the annual contribution nevertheless remains due in full.
 7. The board may resolve to suspend a member. A suspension that is not followed within three months by a resolution to end the membership shall end by virtue of the expiry of that term.
 8. A suspended member continues to have its obligations towards the association for the duration of the suspension, although it does not have any rights and will not be admitted to general meetings nor to meetings of other bodies of the association, except if and in so far as the suspension of the member concerned will be discussed during that general meeting.

MEMBERSHIP FEE.**Article 6.**

1. The members and affiliates are obliged to pay a membership fee to the association, the amount of which will be determined by the general meeting on the proposal of the board.
2. The board may divide the members and affiliates into categories paying different membership fees.
3. The board will be authorised, in special situations, to grant a full or partial exemption of the obligation to pay a contribution.

BOARD. COMPOSITION. APPOINTMENT.**Article 7.**

1. The board consists of at least five natural persons. The number of officers is determined by the general meeting.
2. The general meeting appoints the officers from among the members, provided that:
 - a. care is taken in the composition of the board to do justice to the various

- facets that require the board's attention, with the board as a whole being composed at least on the basis of general managerial qualities and with a diversification of backgrounds;
- b. Any member may nominate a candidate for the board; the board may also nominate one or more candidates;
 - c. each officer is appointed to office.
4. A nomination or candidacy must be submitted in writing to the board at least two months before the start of the meeting.
 5. If no nomination has been drawn up, the general meeting is free to choose.
 6. The board consists in any event of a chair, secretary and treasurer, and such other officers as the board deems appropriate.
 7. The method of election of officers is further regulated by internal regulations.

BOARD: DURATION. END OF BOARD MEMBERSHIP. SUSPENSION

Article 8.

1. Each officer will be appointed for a term of no more than three years. An officer may be eligible for reappointment to the same board position for one further consecutive term of no more than three years. If an officer is subsequently appointed (whether consecutively or not) to another board position, the provisions of the previous sentence shall apply to this board position: the officer shall be appointed for a period of no more than three years and may be reappointed once consecutively to the same board position for a period of no more than three years. The board establishes a retirement schedule for the purpose of continuity.
2. An officer will retire as a result of:
 - a. their death;
 - b. their resignation (in writing);
 - c. the expiry of the period for which they were appointed; and
 - d. losing the capacity on the basis of which they were appointed.
3. 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 will constitute a quorum. Vacancies must be filled as soon as is reasonably possible.
If all the officers are absent, the association will be temporarily managed by one or more persons to be appointed for that purpose by the general meeting at all times.
For the acts of management performed during this period, the designated persons are equated with an officer.
Vacancies are filled no later than the next general meeting.
4. There is an *absence* if a vacancy arises as a result of resignation or dismissal, where no immediate successor has been appointed or on the death of the 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 to carry out 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.

5. Any officer, even if appointed for a fixed term, may be dismissed or suspended by the general meeting at any time.

A suspension that is not followed within three months by a resolution to dismiss ends by the expiry of that term.

BOARD. ADOPTION OF RESOLUTIONS. CONFLICT OF INTEREST

Article 9.

1. The board meets as often as required by the charter or at the discretion of the chair or another officer, but at least four times a year. The term for convening a board meeting is at least seven days, not counting the day of convening and the day of the meeting.
2. Board meetings can also be held by means of telephone or video conferencing, or using any other means of communication, providing each participating member can be heard by all the other participants at the same time.
3. Resolutions can only be adopted at meetings if at least half of the officers is present or represented. An officer may have themselves represented at a board meeting by a fellow officer, provided this is in writing. An officer may only act as a proxy for one fellow officer.
4. Officers are expected to, where possible, pass resolutions based on consensus. If no consensus can be reached on a motion, the motion concerned will be put to the vote.
All board resolutions are adopted by a simple majority of the votes cast.
5. The board may also adopt resolutions (in writing) without holding a meeting, provided that all officers have declared in writing that they are in favour of the motion.
6. Every officer guards against a conflict of interest between themselves and the association.
7. If an officer has a direct or indirect personal interest that conflicts with the interest of the association, they must notify the other officers thereof.
8. An officer refrains from taking part in the deliberations and adoption of the resolution concerning the matter in respect of which the conflict of interest applies; they do not have the right to vote in respect thereof and they are 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 general meeting.
9. The board will ensure that a careful record is made of the decision-making process in the event of a conflict of interest as referred to in paragraph 7 of this article.
10. Minutes are taken of the proceedings at each meeting by or on behalf of the secretary. A list of resolutions may be drawn up instead of the minutes.

BOARD: DUTY. POWERS. REMUNERATION

Article 10.

1. The board 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. Each officer is responsible for the general course of

business. Individual officers can be charged with certain parts of the management duty in a board resolution. The duties of an officer include all management tasks that have not been allocated to one or more other officers.

2. As such, the board may grant one or more of its authorities to third parties, provided these authorities are described in clear terms. The party that exercises powers on this basis acts in the name of and under the responsibility of the board.
3. Provided it has the approval of the general meeting, the board 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. Testamentary dispositions may only accepted under the benefit of inventory.
5. The board requires the prior authorisation or approval of the general meeting for entering into obligations and/or incurring expenses, if such obligation and/or expense is not included in an annual plan approved by the general meeting as referred to in Article 12, paragraph 4, or exceeds the amount included for such obligation and/or expense in the budget accompanying such plan.
6. An officer cannot receive any remuneration. Reasonable compensation for expenses incurred and work carried out by the officer for the benefit of the association as well as attendance fees are allowed.
7. The allowances described in paragraph 6 of this article are shown and further explained in the association's financial statements.
8. An officer reports all their ancillary positions to the general meeting. An officer requires the approval of the general meeting to accept or continue any paid or unpaid ancillary position that may in any way conflict with the interests of the association.

REPRESENTATION.

Article 11.

1. The association is represented by the board. The association can also be represented by two officers acting jointly.
2. The board 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 board may resolve to grant a title to authorised representatives.

OFFICERS' REPORT. ACCOUNTABILITY. AUDIT COMMITTEE.

Article 12.

1. The board 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 board will issue an officer's report regarding the affairs of the association and the policy conducted by it at a general meeting within six months of the end of the association's financial year, unless this term is

- extended by the general meeting. It will submit the balance sheet and the statement of income and expenditure with explanatory notes to the general meeting for approval. These documents will be signed by all officers; if the signature of one or more of them is missing, such will be stated while providing the reason therefor. After expiry of the term, each member may claim at law that the joint board members perform these obligations.
3. The general meeting 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 board. The auditor will set forth the results of his audit in an opinion on the truth and fairness of the documents. 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 general meeting.
 4. If the general meeting does not give an auditor the instruction referred to above, the general meeting will appoint from among the (representatives of the) members an audit committee consisting of at least two persons who may not form part of the board. The audit committee will audit the documents referred to in the second sentence of paragraph 2 of this article and will report its findings to the general meeting. 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 board has given its approval. The board will be required to provide the audit committee, for purposes of its audit, with all such information as it may request and to make the books, documents and other data carriers of the association available for inspection.
 5. Every year, before the first of December, the board will draw up an annual plan and corresponding budget, and will submit these documents to the general meeting for approval. They shall then - subject to the provisions of paragraph 6 of this article - be approved by the general meeting.
 6. The audit committee audits the budget prepared by the board and report its findings to the general meeting.
 7. By internal regulations, further rules may be laid down regarding the appointment, composition, working methods and powers of the audit committee.
 8. The board is obliged to keep the books, documents and other data carriers referred to in paragraphs 1 and 2 for a period of seven years.

GENERAL MEETING

Article 13.

1. Every year, within six months of the end of the association's financial year, a general meeting - the annual meeting - is to be held.
At the annual meeting, the following will be addressed, among other things:
 - a. discussion and adoption of the officers' report;
 - b. approval of the balance sheet and statement of income and expenditure, with the report of the auditor or of the audit committee;
 - c. approval of the policy conducted by the board in the period to which the board 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 any vacancies in the board;
 - e. designation of one or more persons referred to in Article 8, paragraph 3 (deputising the board);
 - f. the appointment of the auditor and/or members of the audit committee for the next association year;
 - g. motions of the board or the members, announced in the notice convening the general meeting.
2. In addition, the so-called autumn meeting is held every autumn, at which the following agenda items, among others, are discussed:
 - a. approval of the annual plan for the next association year;
 - b. approval of the budget for the next association year and consideration of the audit committee's report;
 - c. filling any vacancies in the board;
 - d. motions of the board or the members, announced in the notice convening the general meeting.
 3. Other general meetings will be held as often as the board deems desirable.
 4. In addition, the board is obliged, at the written request of at least such a number of members as authorised to cast one tenth part of the votes, to convene a general 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 14.

CONVENING GENERAL MEETINGS. DIGITAL PARTICIPATION. ACCESS.

Article 14.

1. General meetings are convened by the board. Convening notices are given in writing to the addresses of the members. The term for convening a meeting is at least two months, not counting the day of convening and the day of the meeting.
In special situations, the board may decide to convene a general meeting at shorter notice, provided the notice period is at least fourteen days, not counting the day of the notice and that of the meeting.
Provided they consent to this, the convening notice to each member may be dispatched electronically by means of a legible and reproducible message to the (email address) that the relevant member has communicated for this purpose to the association.
2. The notice convening the meeting states the subjects to be discussed at the meeting as much as possible. If the board has decided to impose conditions on the use of the electronic means of communication, through which participation in the general meeting can take place, these are announced in the notice of the meeting.
3. The board may resolve that a person entitled to vote is authorised, either in person or through a party holding a written power of attorney, to attend and address the general meeting, and to exercise their voting right at the general

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.

4. For the purposes of paragraph 3 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.
5. The board may resolve that a person entitled to vote is authorised to cast their vote prior to the general meeting using an electronic means of communication.

Only persons who are listed as persons entitled to vote in the register of members of the association at a time to be specified when the general meeting is convened are entitled to vote in this manner. This manner of voting is only permitted after the general meeting has been convened, but never earlier than on the thirtieth day prior to that of the meeting and never later than on the day prior to that of the meeting.

The board takes care of the registration of these votes and will communicate the votes to the chair of the general 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 general meeting. If a member who has cast their vote at such time in this manner is no longer a member of the association at the time of the general meeting, their vote will be deemed to have not been cast.

6. The board may decide that persons entitled to vote, before being admitted to the general meeting, are obliged to sign an attendance list, stating their name. If a proxy is involved, the name of the person for whom the proxy acts is also mentioned.
7. All persons entitled to vote and officers have access to the general meeting. The general meeting decides on the admission of persons other than those referred to above. Representatives of suspended members only have access to (the part of) the general meeting in which the resolution to suspend is dealt with.

VOTING RIGHT.

Article 15.

1. At meetings, all non-suspended members have voting rights. Each such member has the right to cast one vote. Any votes cast prior to the general meeting using an electronic means of communication will be considered equal to votes cast during the meeting.
Each person entitled to vote is authorised to have their vote cast by another person entitled to vote authorised in writing to do so. A person entitled to vote may only act as a proxy for one fellow person entitled to vote.
2. Resolutions are adopted by a majority of the validly cast votes, unless this charter stipulates otherwise.
Blank votes are regarded as not having been cast.
3. If the votes are equally divided, the motion is rejected.
4. Votes for persons take place in writing, unless the general meeting resolves to vote by acclamation.

5. A resolution unanimously adopted by all the members entitled to vote, even if not in a meeting, has the same effect as a resolution of the general meeting, provided it has been adopted with prior knowledge of the board.
6. The opinion of the chair expressed at the general meeting, that a resolution was adopted by the meeting, is 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 person entitled to vote present so requires. This new vote nullifies the legal consequences of the original vote.

CHAIR. MINUTES**Article 16.**

1. The general meetings are led by the chair of the board. If there is no chair, one of the other officers to be designated by the board acts as chair. If the role of the chair 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 chair. The content of the minutes will be communicated to the members.
3. If a meeting is convened at the request of members entitled to vote with due observance of the provisions of Article 13, paragraph 4 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. WORKING GROUPS**Article 17.**

1. The general meeting establishes the audit committee referred to in Article 12, paragraph 4.
2. Other committees and working groups may only be established, and dissolved, by the board.
3. Further regulations regarding committees, working groups or other groups to which members may belong may be included in the internal regulations.

INTERNAL REGULATIONS**Article 18.**

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 general meeting. The provisions of paragraphs 1 to 3 of the following article apply by analogy to the adoption and amendment of internal regulations.

AMENDMENT OF THE CHARTER. MERGER. DIVISION**Article 19.**

1. No changes may be made to the charter of the association other than by a resolution of the general meeting, for which a meeting has been convened with the announcement that the amendments of the charter will be proposed there.

2. At least five days prior to the general meeting, a copy of the motion, in which the proposed amendment is included verbatim, will be made available for inspection by the members at a place suitable for that purpose 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.
4. The above provisions of this article will not apply if all the members entitled to vote are present or represented at the general meeting and the resolution to amend the charter is adopted unanimously.
5. The provisions of the previous paragraphs of this article apply accordingly to a resolution to merge or demerge.
6. The amendment of the charter will not take effect until a notarial deed to that effect has been drawn up. Each officer is authorised independently to have this notarial deed executed.

DISSOLUTION**Article 20.**

1. The association can be dissolved by a resolution to this effect by the general meeting. The provisions of Article 19, paragraphs 1 up to and including 4 apply accordingly.
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 are the liquidators of the assets of the association. The provisions related to appointment, suspension and the dismissal of officers continue to apply to them. The other provisions of the charter also remain effective in so far as possible during the liquidation.
4. Any surplus balance of the dissolved association shall be used for such purposes as are most consistent with the purpose of this association, to be determined by the general meeting.
5. Following liquidation, the books and documents of the dissolved association will be kept by the person designated for this purpose by the general meeting for a period of seven years.

FINAL STIPULATION.**Article 21.**

The board will have all such powers as have not been conferred on other bodies by law or by the charter.

Final Provisions

The person appearing is known to me, 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 declares to have taken note of the content of this deed and to agree to them. The person appearing also declares to expressly agree 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

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Utrecht on the date stated at the beginning of this deed.