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## UNOFFICIAL TRANSLATION

### ADOPTION OF AND AMENDMENT TO THE CHARTER

On this, the thirteenth day of February two thousand and six, there appeared before me, *mr.* Kees Hendrikus Josef Flink, civil-law notary practising in Utrecht (the Netherlands):

Mr *prof. dr.* **Jan van den Bout**, living in Ruurlo, the Netherlands, Brinklaan 41 (postal code 7261 JH), born in Tiel on the thirtieth of October nineteenthundred forty-nine, married, passport number: ND09201122, acting in this matter as set out below.

The person appearing declared:

- that the general meeting of the association: **European Association for Behavioural and Cognitive Therapies**, an association with limited legal capacity with its registered office in Utrecht, the secretariat of which is at Utrecht, Maliebaan 50 B (postal address: 3581 CS), resolved on the twenty-third day of September two thousand and five to amend its charter of association;
- that at the same meeting it was resolved that the association should acquire full legal capacity and for this purpose to include the amended charter in a notarial deed;
- that the general meeting also resolved to appoint the person appearing to execute this deed;
- that the aforementioned resolutions of the general meeting are evident from a document attached to this deed.

In implementation of the resolutions of the general meeting, the persons appearing declared that they wished to lay down the amended charter of the association as follows:

#### **CHARTER**

##### **NAME AND REGISTERED OFFICE**

###### **Article 1.**

1. The name of the association is: **European Association for Behavioural and Cognitive Therapies**.
2. The association's registered office is in Utrecht.

##### **OBJECTS**

###### **Article 2.**

1. The association's objects are:  
creating an international forum in Europe for discussions on matters important to the empirically founded principles and practice of

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behavioural approaches and cognitive approaches in health care, education and affiliated areas, at an individual level as well as at society level, and also everything directly or indirectly related or conducive thereto, all in the broadest sense.

2. The association aims at achieving its objects by matters including:
  - a. organizing annual congresses;
  - b. making and maintaining contacts with associations and organizations, in and outside Europe, engaged in behavioural therapy and cognitive therapy;and also by applying all other lawful means deemed useful or required for achieving the objects set.

### **ASSOCIATION YEAR**

#### **Article 3.**

The association year coincides with the calendar year.

### **MEMBERSHIP**

#### **Article 4.**

1. The association is made up of:
  - a. members;
  - b. honorary members.Where in this charter reference is made to the membership or members, this includes all membership or member categories, unless the contrary is shown.
2. Members can only be associations (in Europe and elsewhere) which subscribe to the association's objects and which have been admitted as such by the general meeting.  
Only these members will be members within the meaning of the law.
3. Honorary members are those who for extraordinary service to the association or in the context of the association's objects have been appointed as such by the general meeting on the recommendation of the committee or a member.
4. The committee must keep a register, containing all the members' names and addresses.  
The members are obliged to inform the committee of a change of address forthwith.  
Each member must appoint one natural person as its permanent representative and must inform the committee of this in writing. In case of a change of representative the member must inform the committee of this in writing immediately.

### **CONTRIBUTION**

#### **Article 5.**

1. The general meeting may resolve that members must pay a contribution. Members may be divided into categories paying a

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different contribution.

2. The committee is authorized in specific cases to grant a full or partial exemption from the obligation to pay a contribution.

Such a resolution requires the prior approval of the general meeting.

## **END OF MEMBERSHIP, SUSPENSION**

### **Article 6.**

1. The membership ends:
  - a. upon the dissolution of the member;
  - b. upon termination by the member;
  - c. upon termination by the association;
  - d. upon expulsion.
2. A member may only terminate the membership in writing taking effect from the end of the association year and with due observance of a notice period of four weeks, provided always that:
  - a. a member may terminate its membership with immediate effect within one month of being informed of a resolution to convert the association into another legal form, to merge or to divide;
  - b. a member may terminate its membership with immediate effect within one month of becoming aware or being informed of a resolution by which its rights or its obligations - other than the obligations of a financial nature - are increased; the resolution will then not be applicable to this member.
3. The membership or honorary membership may be terminated by the general meeting. This may be the case when a member has ceased to fulfil the requirements for membership, if it does not fulfil its obligations towards the association, and also if the association cannot reasonably be required to allow the membership to continue. Termination as referred to in this paragraph is with immediate effect.
4. Termination in breach of the provisions of paragraph 2 causes the membership to end at the earliest possible moment following the date of notification.
5. Members can only be disqualified by the general meeting. A member may only be disqualified if it has acted in breach of the association's charter, standing orders or resolutions, or prejudices the association in an unreasonable manner. Disqualification causes the membership to end with immediate effect.
6. If the membership ends in the course of an association year, the annual contribution for the whole year will nevertheless be due.
7. The committee may resolve to suspend a member. A suspension which is not followed with three months by a resolution to terminate the membership will end by the passage of this time.

## **RIGHTS AND OBLIGATIONS OF HONORARY MEMBERS**

**Article 7.**

Honorary members have no rights and obligations other than those assigned and imposed on them by or pursuant to the charter or the standing orders.

**THE COMMITTEE**

**Article 8.**

1. The committee consists of at least five (5) officers. Only natural persons may be appointed officer. They are appointed by the general meeting.

Only those may be appointed officer who:

- a. are officer of a member; and/or,
- b. are a member of such a member.

The number of officers is determined by the general meeting.

2. Candidates for the committee may be proposed by the committee, as well as on the recommendation of at least one member.
3. The chairman, secretary and treasurer and such other officers as the general meeting considers desirable must be elected. An officer may hold more than one office.
4. The executive committee is formed by the chairman, secretary and treasurer. The executive committee is entrusted with the day-to-day affairs of the association. The provisions of Article 10 apply mutatis mutandis to the executive committee.

**TERM, END OF COMMITTEE MEMBERSHIP, SUSPENSION**

**Article 9.**

1. Officers must resign not later than three years after their appointment according to a rotation schedule to be drawn up by the committee, provided always that they will stay in office as long as the vacancy of the officer resigning by rotation has not been filled. A resigning officer can be reappointed immediately, provided always that a resigning officer can only be reappointed to his office for one consecutive period. An officer who has been reappointed to an office and has therefore held the same office for two consecutive periods can be reappointed to another office immediately.

Persons appointed to fill an interim vacancy will take the place of their predecessor on the rotation schedule.

2. An officer will also resign:
  - a. upon the termination of his membership of the association;
  - b. if he is an officer as referred to in the fourth sentence of Article 8 paragraph 1: by ceasing to be an officer and/or a member of such a member;
  - c. if the membership of the member employing the officer concerned and/or of which he is a member, or of the member of which he is

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- an officer, ends in whatever way;
  - d. on his retirement in writing;
  - e. if he loses the right to dispose of his property;
  - f. upon expiry of the time for which he was appointed.
3. If an officer is absent or unable to act, the other officers will be charged with the management. If one or more officers are absent, the remaining officers or the remaining officer will form a competent committee. Vacancies must be filled not later than at the next general meeting.
  4. Any officer, even one appointed for a definite period, may be dismissed or suspended by the general meeting at any time. A suspension which is not followed by a resolution to dismiss, will end by the expiry of this period.

### **RESOLUTIONS BY THE COMMITTEE**

#### **Article 10.**

1. The committee will meet as often as this is required in accordance with the charter or the chairman or another officer requires this.
2. At meetings only valid resolutions may be adopted if at least half of the officers are present or represented. An officer may be represented at a meeting by a fellow officer by written proxy. An officer may only act as an authorized representative for one other officer.  
The committee may also adopt resolutions in writing, provided that all officers have expressed themselves in writing on the motion concerned, including by electronic data carrier.
3. All committee resolutions must be adopted by an absolute majority of votes.
4. The secretary must take the minutes of the proceedings at each meeting.
5. The opinion stated by the chairman at a meeting on the outcome of a vote will be decisive. The same applies to the contents of an adopted resolution, in so far as the vote was taken on a motion not put in writing.  
If, however, the correctness of this opinion is challenged immediately after it has been stated, 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, a person with voting rights so desires. This new vote will cause the legal consequences of the original vote to lapse.

### **THE COMMITTEE'S DUTIES AND AUTHORITY**

#### **Article 11.**

1. The committee is charged with the management of the association. The committee may grant one or more of its powers to others, provided they are described clearly. The person who exercises powers

in this way, will act in the name of and under the responsibility of the committee.

2. Testamentary dispositions may only be accepted with the benefit of inventory.
3. Provided with the general meeting's prior approval, the committee will be authorized to conclude agreements to acquire, dispose of and encumber property subject to registration as well as to conclude agreements in which the association binds itself as surety or joint and several debtor, warrants performance by or provides security for the debt of a third party.
4. Each year the committee must draw up an activities plan before a time to be determined by the general meeting, with a related budget, and must submit these documents to the general meeting for approval.
5. The committee requires the prior authorization or approval of the general meeting for assuming obligations and/or make expenditures, if such an obligation and/or expenditure is not included in an activities plan approved by the general meeting, as referred to in paragraph 4 of this article, or if the amount which is included for this obligation and/or expenditure exceeds the budget related to that plan.
6. Notwithstanding the provisions of paragraph 5, the general meeting may subject committee resolutions to be described in detail to its approval or authorization, provided the committee has been given an exact description of the resolutions concerned.

## **REPRESENTATION**

### **Article 12.**

1. The association is represented by the committee. The association may also be represented by two officers acting jointly.
2. The committee may resolve to grant authority to one or more officers as well as to third parties, to represent the association within the limits of this authority. The committee may also resolve to confer a title on those with power of attorney.
3. The committee must report the granting of continuing authority to represent to the Trade Register of the Chamber of Commerce.
4. If an officer has a conflicting interest with the association, he may nevertheless represent the association, unless the general meeting appoints one or more persons for this purpose.

## **ANNUAL REPORT - ACCOUNT RENDERED**

### **Article 13.**

1. The committee is obliged to keep records of the financial position of the association and of everything concerning the association's activities, in accordance with the requirements arising from these activities, and to keep the books, documents and other data carriers in

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such a way that the association's rights and obligations can be known from them at any time.

2. The committee must publish its annual report on the course of events and the policy conducted by the association at a general meeting within six months of the end of the association year, except where this period has been extended by the general meeting. It must present the balance sheet and the statement of assets and liabilities with an explanation to the general meeting for approval. These documents must be signed by the officers; if the signature of one or more of them is lacking, the reason for this omission must be given. Upon expiry of this period any member may demand from the joint officers at law that they fulfil these obligations.
3. The general meeting must appoint an auditing committee from the ordinary members of at least two persons who may not be members of the committee.  
The auditing committee must audit the documents referred to in the second sentence of paragraph 2 and must report its findings to the general meeting.
4. If the auditing of the account rendered requires special knowledge of accounting, the auditing committee, subject to the approval of the committee, may be assisted by an expert at the association's expense. The committee is obliged to provide the auditing committee with all information required for its auditing work, if requested to show it the cash journal and the assets and to make the association's books, documents and other data carriers available for consultation.
5. The committee is obliged to keep the books, documents and other data carriers referred to in paragraphs 1 and 2 for a term of seven years.

## **GENERAL MEETING**

### **Article 14.**

1. Each year, not later than six months after the end of the association year, a general meeting -the annual meeting- must be held.  
At the annual meeting matters coming up for discussion include:
  - a. the annual report and the account rendered as referred to in Article 13 with the report of the audit committee mentioned therein as well as the activities plan with the related budget for the next association year;
  - b. the appointment of the audit committee referred to in Article 13 for the next association year;
  - c. filling any vacancies;
  - d. motions of the committee or the members, announced in the notice convening the meeting.



2. Other general meetings are held as often as the committee deems this desirable.
3. The committee is also obliged to convene a general meeting either at least four weeks before the date of the meeting at the written request of at least members together holding at least one tenth of the votes or, if such members so require on a date more than four weeks after the notice.  
If the request is not acceded to within fourteen days, those requesting the meeting may convene it themselves in accordance with Article 15.

### **MANNER OF CONVENING A MEETING AND ACCESS**

#### **Article 15.**

1. The general meetings must be convened by the committee. Meetings are convened by sending notices to the members' addresses as contained in the membership register. They must be convened at least three months before the date of the meeting, not counting the day of the notice and that of the meeting.
2. The notices convening a meeting must include the matters to be handled at the meeting.
3. Admission to the general meeting will be open to all the members who have not been suspended and to officers of the association.  
The general meeting will decide on the admission of persons other than those referred to above.

### **VOTING RIGHTS AND ADOPTING RESOLUTIONS**

#### **Article 16.**

1. All non-suspended members are entitled to vote at meetings. Each of these members may cast one vote. A honorary member is not entitled to vote at meetings.  
Each member is authorized to appoint a proxy in writing. Each member may only cast its vote for one other member.
2. Resolutions must be adopted by an absolute majority of the votes validly cast, unless provided otherwise in this charter.  
Blank votes will be considered as not having been cast.
3. If the votes are tied on a motion not concerning the appointment of persons, the motion will be rejected.
4. Matters concerning persons will be voted on in writing, unless the meeting decides to vote by acclamation.  
If no absolute majority is obtained in the voting on the appointment of persons, a second vote will be taken between the proposed candidates.  
If then again no one has obtained an absolute majority, revotes will be taken, until either one person has acquired an absolute majority, or if the vote has been between two persons and the votes are equally



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divided.

On the aforementioned repeated voting (not including the second vote), voting will each time be between the persons voted for in the preceding vote, but leaving out the person obtaining the fewest votes in the preceding vote.

If the smallest number of votes was cast for more than one person, it will be decided by lot which of these persons may not be voted for anymore at the new vote.

If there is a tie in the voting between two persons, it will be decided by lot which of them has been elected.

5. A unanimous resolution of all the members, whether or not a meeting is held, will have the same force as a resolution of the general meeting, provided that it is passed with the prior knowledge of the committee.
6. The judgement pronounced by the chairman of the meeting that the meeting has adopted a resolution will be decisive. The same applies to the contents of a resolution which has been adopted, in as far as voting was on a motion which had not been set out in writing.
7. If the correctness of this opinion is challenged immediately after it has been pronounced, a new vote will be taken if the majority of the meeting or, if the original vote was not taken by roll-call or ballot, a person present and entitled to vote so desires. This new vote will nullify the consequences of the original vote.

#### **CHAIRMANSHIP - MINUTES**

##### **Article 17.**

1. The general meeting must be chaired by the committee's chairman. If the chairman is absent, one of the other officers to be appointed by the committee will act as chairman. If the chairmanship should not be provided for in this manner, the meeting itself will provide for its chairmanship.
2. Minutes must be kept of the proceedings of each meeting by or on behalf of the secretary or another person appointed for this purpose by the chairman, which must be signed by the chairman and the secretary after adoption by the general meeting. The members must be informed of the contents of the minutes.
3. If a meeting is convened at the request of members with due observance of the provisions of Article 14 paragraph 3 of this charter, those who have requested the meeting may appoint persons other than committee members in charge of the meeting and of preparing the minutes.

#### **COMMITTEES**

##### **Article 18.**

1. The general meeting may set up and abolish one or more committees.
2. The general meeting will determine the duties and powers of the committees.
3. The general meeting may appoint to and dismiss from the committees its own members or other persons.

### **STANDING ORDERS**

#### **Article 19.**

1. Anything for which further rules are required can be regulated by standing orders. Standing orders may not contain provisions which are in conflict with the law or the charter.
2. The standing orders must be adopted and amended by the general meeting.  
The provisions in the next two articles concerning amendments to the charter apply mutatis mutandis to adopting and amending standing orders.

### **AMENDMENTS TO THE CHARTER, MERGER AND DIVISION**

#### **Article 20.**

1. No amendments may be made to the association's charter other than pursuant to a resolution of the general meeting convened with notice that an amendment to the charter will be proposed at this meeting. A copy of the motion in which the proposed amendment is set out verbatim must be sent to the members and the representatives together with the notice convening the meeting.
2. A copy of the motion in which the proposed amendment is included must be submitted for inspection by the members at a suitable place at least five days before the general meeting until the end of the day on which the meeting is held.
3. A resolution to amend the charter may only be adopted by a majority of at least two thirds of the votes validly cast.  
At least two thirds of the members must be present or represented at the meeting.
4. Unless at least two thirds of the members are present or represented at a meeting at which a motion for amendment to the charter comes up for discussion, a new meeting must be convened. At this meeting a valid resolution to amend the charter may be adopted by a majority of at least two thirds of the votes validly cast irrespective of the number of members present or represented.
5. The provisions of this article apply mutatis mutandis to a resolution for a merger or division.

#### **Article 21.**

The provisions of Article 20 do not apply if all the members entitled to vote are present at the general meeting and the resolution to amend the charter

is adopted by a unanimous vote.

**Article 22.**

The amendment to the charter will not take effect until it has been set out in a notarial deed. Each officer will be authorized separately to execute the aforementioned notarial deed.

**DISSOLUTION**

**Article 23.**

1. The association may be dissolved pursuant to a resolution of the general meeting. The provisions of Articles 20 and 21 will apply mutatis mutandis.
2. The association will continue to exist after its dissolution to the extent necessary for the liquidation of its assets.  
Documents and announcements sent by the association must contain the words 'in liquidation' after its name. Liquidation is completed when the liquidators are satisfied that all assets are accounted for.
3. The association's assets will be liquidated by the officers. The provisions concerning appointment, suspension, dismissal and the supervision of officers will remain applicable. The remaining provisions contained in the charter will also remain in force as much as possible during the liquidation.
4. The credit balance after liquidation will be used for purposes most in keeping with the objectives of this association, as determined by the general meeting.
5. After the liquidation the books and records of the dissolved association must remain in the custody of the person appointed for this purpose by the general meeting for seven years.

**FINAL PROVISION**

**Article 24.**

The committee will be granted all powers within the association which have not been granted to other bodies by law or by this charter.

**CONCLUSION**

The person appearing is known to me, civil-law notary.

Furthermore I, civil-law notary, communicated and explained the substance of the deed to the person appearing, including the consequences ensuing from the contents of the deed.

The person appearing declared that he had taken cognizance of the contents of this deed and agreed to them.

Immediately after its limited reading, this deed was signed by the person appearing and by me, civil-law notary.

The deed was executed in Utrecht on the date stated at the beginning of this deed.