

## **ARTICLES OF AN ASSOCIATION EUROPEAN CRO FEDERATION (EUCROF)**

acting as written authorized representative of

*Dr. Martine Dehlinger-Kremer,*

who by giving his/her power of attorney acted as President of the Association 'European CRO Federation' (abbreviated to EUCROF), registered in the municipality De Ronde Venen, office address at services address.

The person appearing, acting as aforementioned, declared:

- in the General Assembly meeting of this Association, held by a remote meeting on 2 and 3 December 2021 and the Full Member Board meeting of this Association held on 26 January 2022, considering the applicable statutory conditions, it was decided unanimously to change the Bylaws of the Federation; the minutes of this General Assembly and Full Member Board meetings, as per the Bylaws, are signed by the President and the Secretary, attached to this deed.

Furthermore, the person appearing, acting as aforementioned, declared that the Bylaws, in accordance with the decision of the General Assembly and Full Member Board meetings, will be as follows.

## **ARTICLES OF FEDERATION**

### **Definitions**

In these Articles of the Federation the following definitions will be used:

- “Affiliate”** Contract Research Organisation (CRO) which is a member of a national association which in turn is either a) a Full Member of EUCROF, b) an Associate Member or c) a Partner as defined below.
- “Articles”:** The articles of the Federation.
- “Association”** A group of CROs that have formally registered as a legal entity in at least one European country.
- “Federation”:** **European CRO Federation**, an association under Dutch laws having its registered office, and its principal place of business at p/a LB Finance, Tappersweg 12T, 2031 ET Haarlem, NL, registered in the Commercial Register of the Chamber of Commerce under file number 30220354, as founded by the deed of F.J.G.G. Prick, civil-law notary at Nijmegen, the Netherlands, on the twenty fourth of October two thousand and six;
- "CRO":** Is the acronym for Contract Research Organisation, but it shall be understood hereinafter in a broader definition, including all Service Providers and Consulting companies for the development of pharmaceutical and medical health

products;

<b>"Full Member":</b>	A legal entity of Association of CROs, registered in at least one European country, and having acquired the quality of Full Member, as specified in Art. 4;
<b>"Associate Member":</b>	A single CRO having acquired the quality of Associate Member, as specified in Art. 5;
<b>"Member":</b>	Either a Full Member or an Associate Member;
<b>"Partner":</b>	An Association of CROs or a single CRO having acquired the quality of EUCROF Partner, as specified in Art. 7;
<b>"Executive Board"</b>	The group of elected executives (President, Vice-President, Secretary, Treasurer, Executive Board member) in charge of daily management and representation of the Federation, as mandated by the Full Members' Board and as specified in Art. 14;
<b>"Full Members' Board"</b>	The operational decision making body. Individuals of this body have been nominated and fully mandated by their respective Association to represent the interests and opinions of their association as specified in Art. 13;
<b>"General Assembly":</b>	The highest decision making body of the Federation as specified in Art. 15;
<b>"Written":</b>	By letter, by telecopy, by e-mail or by message which is transmitted via any other current means of communication and which can be received electronically or in the written form, provided that the identity of the sender can be sufficiently established.

Defined concepts can be used without loss of substantive meaning in singular or plural.

### **Article 1 – Name and domicile**

1. The Federation is called: European CRO Federation (abbreviated to: EUCROF).
2. It is registered in the municipality of De Ronde Venen (The Netherlands).

### **Article 2 – Objectives**

The objectives of the Federation are:

1. To contribute to a high quality of Clinical Research in humans, by improving the knowledge, competence/expertise and skills related to Clinical Research of its Members, by:
  - a. Exchanging relevant information between Members;
  - b. Developing training and educational programmes for Clinical Research. Supporting the Members in setting up these educational programmes and safeguarding the quality of these programmes;

2. To represent and promote the position of its Members, whose activities are geared towards providing services related to Clinical Research in humans, by:
  - a. Forming a legal entity to represent and support the interests of its Members towards regulatory authorities, the pharmaceutical, biotech, medical device, and other healthcare-related industries within the field of Clinical Research, as well as patients and the medical and affiliated research community;
  - b. Developing and maintaining a close relationship and mutual understanding among Members, patients and affiliated professional groups, regulatory authorities, pharmaceutical industry, biotech industry, medical device industry, healthcare-related industry within the field of Clinical Research and other international organisations within the area of Clinical Research;
  - c. Distributing information on developments in Clinical Research to relevant stakeholders;
3. To promote the excellence of European Clinical Research towards the public, the media, as well as on the international scene.

Considering its federative role, the Federation intervenes under the principle of subsidiarity whenever and wherever it is in a better position to support the interests of its Members, rather than each individual Member alone, and in the position to support the common interests of its Members, particularly at the European scale.

As such, the Federation delivers services to its Members as a non-profit organisation.

### **Article 3 – Means**

To achieve its objectives, the Federation has, among others, the following means of action:

1. The constant provision of knowledge and/or of activity by its Members and Partners;
2. The provision of financial support from its Members and Partners;
3. The material and human resources placed at its disposal by its Members and Partners;
4. The direct or indirect organization of any event, conference, meeting, webinar, training programme;
5. The sale, on a permanent or occasional basis, of any product or service contributing to the achievement of the objectives of the Federation;
6. The direct or indirect release of any publication compliant with the objectives of the Federation;
7. Representing the profession towards public and private bodies, national or international professional organizations, or any other group, provided such representation contributes to the achievement of the objectives of the Federation;

8. Any other activities relating to assets or real estate that aim directly or indirectly to the achievement of the objectives of the Federation.

#### **Article 4 – Full Membership**

1. A Full Member of the Federation can only be a legal entity of Association of CROs or a CRO-focused subdivision of a Clinical Research Association registered in at least one European country. There shall only be one Full Member allowed per European country.
2. The Executive Board discusses and documents a proposal for the admission of Full Members, based on which a decision is taken via a vote by the Full Members' Board.
3. Each Full Member nominates one representative and a replacement representative and notifies in writing the Secretary of the Federation. This representative and replacement representative can only be a natural person. This representative or replacement representative has full mandate to vote on behalf of the Full Member he/she represents. The representative can transfer his/her voting rights to a proxy in writing.
4. Each Full Member will strive to nominate its representative for a period of at least two (2) years.

#### **Article 5 – Associate Membership**

1. An Associate Member of the Federation can only be a CRO which is not represented by a Full Member.
2. Notwithstanding any exceptions previously agreed by the General Assembly, in countries where there is already EUCROF representation by an Association but a CRO still wishes to be an Associate Member of EUCROF, then said CRO must be a member of its respective Association as well.
3. Associate Members can attend the Federation Full Members' Board meetings which can take place by, for example, teleconference, General Assemblies and participate in all Federation activities, but do not have any voting rights.
4. Each Associate Member nominates one representative and a deputy to liaise with EUCROF.
5. Admission of new Associate Members is taken via a vote of Full Members' Board based on a documented request reviewed by the Executive Board.
6. Associate Membership ends:
  - a. As specified in Articles 9 and 10;
  - b. By decision of Full Members' Board or General Assembly when one or several of the following events occur:
    - i. Subject to Article 5.2 an Association has formally become a Full Member of EUCROF in the same country where the Associate Member is registered;

- ii. The Associate Member is no longer member of the Full Member in the given country;
- iii. In case that any Full Member is submitting a formal request for the re-examination of an Associate membership as per Article 11.

### **Article 6 – Honorary Membership**

A Honorary Member is any natural person proposed by at least 3 Full Members to the Executive Board, and appointed by the Full Members' Board. The nomination is based upon the appreciation of the Federation for his/her efforts in favour of EUCROF. The Honorary Member is invited to the Federation's activities. The Honorary Member does not have any voting rights. There is no limit to the duration of the Honorary Membership. The Full Members' Board or the Honorary Member can end the Honorary Membership at any time.

### **Article 7 – EUCROF Partnership**

1. An Association of CROs or a single CRO, not registered in any European country, and willing to support EUCROF objectives, can apply as EUCROF Partner.
2. The Executive Board discusses and documents a proposal for the admission of a EUCROF Partnership, based on which a decision is taken via a vote by the Full Members' Board.
3. To become a EUCROF Partner, the Association or the CRO shall apply in writing to the Executive Board provided that:
  - a. it has a minimum of two (2) years of existence;
  - b. its objectives and conditions, all translated into English, have been provided to the Secretary of the Federation;
  - c. the Executive Board has determined that it meets these EUCROF Partnership criteria;
  - d. it has paid the entrance fee, if applicable;
  - e. it has paid the EUCROF Partnership fee.
4. The EUCROF Partners can attend the Federation Full Members' Board meetings/teleconferences, General Assemblies and participate in all Federation activities, but do not have any voting rights.
5. Each EUCROF Partner nominates one representative and a replacement representative to liaise with EUCROF .
6. EUCROF Partnership ends:
  - a. As specified in Articles 9 and 10;
  - b. By decision of Full Member`s Board or General Assembly when one or several of the following events occur:
    - i) An Association has formally become a Full Member of EUCROF in the same country where the Partner is registered

- ii) In case that any Full Member is submitting a formal request for the re-examination of a Partner membership as per Article 11.

### **Article 8 - Annual Contributions, Obligations.**

1. The Members will be obliged to pay an annual contribution, to be determined by the Full Members' Board.  
They may be placed in categories for this purpose, with each category paying a different contribution.
2. In special cases, the Executive Board will be authorized to grant full or partial discharge from the obligation to pay a contribution.
3. Subject to the permission of the Full Members' Board, the Executive Board will be authorized to attach obligations to the membership.

### **Article 9 – End of Membership and Partnership**

Membership or Partnership ends:

- a. when the Member / Partner – legal entity ceases to exist;
- b. because the Member / Partner is declared bankrupt or granted moratorium of payments;
- c. by termination by the Member / Partner, as specified in Article 10;
- d. when the Associate Membership terminates, as specified in Article 5;
- e. when the EUCROF Partnership terminates, as specified in Article 7;
- f. by termination by the Federation, as specified in Article 11.

### **Article 10 – Termination by the Member / Partner**

A Member / Partner can terminate its membership / partnership at any time by written notification to the President of the Federation. Such written notification shall be signed by the mandated representative of the Member / Partner with copy to the legal representative of the Member / Partner. The President of the Federation will acknowledge receipt of such written notification with copy to the Treasurer and the Secretary, and the Federation's registries will be updated accordingly.

Termination takes effect immediately and any eventual pending payments are suspended at the date of termination, meaning that each party (EUCROF and the Member / Partner) renounces to obtain payment of eventual residual Membership / Partnership fees and that the Member / Partner is not further entitled to submit any new expense note, even for expenses that would have been endorsed before the date of termination. However, eventual expense notes submitted by the Member / Partner and approved by the President before the date of termination shall be cleared by the Federation and any eventual pending Membership / Partnership fee should then be deduced. In such a case, the Membership /

Partnership fee will be pro-rated at the date of termination.

### **Article 11 – Termination by the Federation**

1. Any member of the Executive Board, even if he/she has been appointed for a definite period of time, may be dismissed or suspended by the General Assembly at any time.

A suspension that is not followed by a resolution to dismissal within three months will end by the expiry of this period.

2. The Federation can terminate Membership / Partnership at any time if the Member / Partner acts in violation of the Articles of Federation, or fails to fulfil the Articles of Federation, its regulations or decisions, or harms the Federation in an unreasonable manner;
3. To initiate the Termination process, the President shall address a first written notice to the mandated representative of the concerned Member / Partner and shall immediately inform the Full Members' Board. Such written notice can take the form of any written media, including e-mail.

The Member / Partner has then one month from the date of emission of the said written notice to resolve the issue and / or agree with the Executive Board on a settlement process.

In case there is no answer from the Member / Partner or there is no satisfactory proposition for the settlement of the issue, then the case shall be included in the agenda of the first Full Members' Board meeting following the above-mentioned written notification with the possibility, for the concerned Member / Partner, to attend and discuss / propose a settlement process. The Full Members' Board shall then vote to terminate or not the Membership / Partnership.

Upon endorsement of the Full Members' Board, the President shall address a second written notice to the mandated representative of the concerned Member / Partner with a one calendar week for settlement. In case there is no settlement in this period, the President shall acknowledge termination of the Membership / Partnership and inform in writing all Full Members' Board representatives of the date of termination of the said Membership / Partnership.

All mentions on the Member / Partner shall then be removed from the official documentation and digital media of the Federation within one month.

### **Article 12 – Resources of the Federation**

The resources of the Federation may include:

1. Fees paid by its Members and Partners;
2. Financial or personal contribution by a private person who is interested in the objectives of the Federation;
3. Subsidies from the State, regional authorities or international bodies and their public institutions;

4. Income resulting from the sale of goods or services delivered by the Federation;
5. Income resulting from the sale of properties and values of any kind belonging to the Federation;
6. Donations from private corporations or public institutions;
7. Any other resource authorised by the law and jurisprudence.

## **Article 13 Full Members' Board**

### 13.1 Composition

The Full Members' Board consists of all appointed representatives, as specified in Article 4, each Full Member having one only such representative.

### 13.2 Role and authority

Without prejudice to the limitations laid down in the Articles of Federation, the Full Members' Board is charged with representing the Full Members to the Federation according to these Articles of Federation.

It also ensures the liaison between the Executive Board, the Working Groups and the Members / Partners. This means that every member of the Full Members' Board is in charge of relaying all relevant information towards the organisation from whom he/she detains its mandate, to ensure the widest dissemination of such relevant information.

Subject to approval from the General Assembly, the Full Members' Board is authorised to decide to enter into agreements for acquisition, disposal and encumbrance of registered real estate and to enter into agreements in which the Federation binds itself as surety or main debtor, warrants performance by a third party or binds itself as security for a debt of a third party.

The Full Members' Board has the following authority:

- a. It endorses the agenda, the draft resolutions and more generally all supporting documentation prepared by the Executive Board to convene the General Assembly;
- b. It decides whether subjects / issues reported by the Executive Board require or not a decision by the General Assembly;
- c. In case of replacement of a member of the Executive Board in the course of its mandate, it approves the nomination of the new Member proposed by the Executive Board;
- d. It has the authority to accept or not new Members / Partners proposed by the Executive Board, as well as to accept or not the termination of Membership / Partnership upon proposal of the Executive Board;
- e. It approves or not the constitution of new working groups upon proposition of the Executive Board;
- f. It supervises the execution of the yearly budget approved by the General Assembly and shall be consulted every time the Executive Board intends to

- make significant changes to the yearly budget;
- g. All internal ruling and standard operating procedures of the Federation shall be approved by the Full Members' Board before they become effective.

### 13.3 Decision making

Each member of the Full Members' Board has one vote cast. Votes can be cast in writing provided they are expressed before the deadline specified each time. When voting is called to take place in a meeting of the Full Members' Board, votes in writing can be cast up to the start time of the meeting.

Decisions of the Full Members' Board are taken at the simple majority (half of the attending representatives + 1) of its members, provided that the quorum is achieved.

The required quorum for vote cast is the simple majority (half of the representatives + 1).

If the quorum is not available, the attending representatives will decide, at the simple majority of the attending representatives, either to postpone the vote to the next Full Members' Board meeting or to issue a call for vote to occur within 15 calendar days following the original voting. A new voting can only take place after at least a week since the original voting. At that time the voting will require simple majority of all Full Members' Board members who will have their vote cast.

### 13.4 Meetings, working manner

- a. The Full Members' Board shall meet on a regular and scheduled basis at least once every other month which can be by, for example, teleconference. Further the President can, at its own initiative or upon request of one Full Member, call for a meeting of the Full Members' Board at any time, as required by the operations of the Federation.
- b. The mandated representatives of Associate Members and Partners are entitled to attend the meetings of the Full Members' Board without vote cast as specified in the corresponding Articles 5 et 7.
- c. Chairs of the Working Groups may be invited to the Full Members' Board meetings, but will not have any voting rights.
- d. For the purpose of transparency these meetings will also be open to one representative of any Affiliate provided they first apply in writing for such attendance to the Secretariat at [info@eucrof.eu](mailto:info@eucrof.eu). They will not have any voting rights.
- e. The agenda and the issues requiring a vote shall be emailed by the President or the Secretary to all invited representatives, at least one calendar week before the meeting.
- f. The matters discussed in each Full Members' Board meeting will be included in the minutes drawn up by the Secretary or by an attendee designated by the Chair person. These minutes will be distributed to all invited representatives, and where needed, be revised.

These minutes will be voted for approval during the following Full Members' Board meeting.

In exception with the provisions regarding the voting rights, all representatives (from Full Members, Associate Members, Partners or Chairs of Working Groups) who have attended the meeting will be called to endorse the minutes.

- g. In deviation to what the law determines on this matter, the opinion of the President on the materialisation and the content of a decision is not decisive.
- h. The Full Members' Board can determine Regulations in which it further lays down its working manner.

## **Article 14 – The Executive Board**

### **14.1 Composition**

The Executive Board consists of at least five (5) natural persons and the following five (5) positions under the present Articles of Federation:

- President;
- Vice-President;
- Secretary;
- Treasurer;
- Executive Board member(s).

The Executive Board members are elected by the General Assembly for a period of two (2) years. A year here will mean the period between two subsequent annual General Assemblies.

Only the members of the Full Members' Board can apply. Candidates shall apply in writing to the Secretary of the Federation at least four (4) weeks before the election.

One member of the Executive Board cannot cumulate two of the defined positions (i.e. President, Vice-President, Secretary, Treasurer, Executive Board member).

Each candidate can apply for more than one function of the Executive Board, but can be elected for one position only.

In order to ensure that the focus of the Executive Board will be on European rather than on local/national interests, the President, Vice-President and Secretary should have documented international working experience.

No more than two (2) members of the Executive Board can work for the same CRO. If by change of job and/or merger of CROs more than two (2) members of the Executive Board happen to work for the same CRO, elections at the first General Assembly will be held for the affected position(s).

There is no maximum of consecutive terms for any of the Executive Board positions / members.

### **14.2 Vacancy of an Executive Board position**

An incomplete Executive Board retains its authorities.

In the event of absence or vacancy of one or more members of the Executive Board, the remaining members, or the remaining member of the entire Executive Board will act on their behalf.

In case of an interim vacancy (i.e. the elected member resigns before the term of his/her mandate), a call for the position will be sent to the Full Members' Board and the candidates will be voted during a Full Members' Board meeting which can take place by, for example, teleconference. The person appointed for this interim vacancy will take on all responsibilities for this role till the next General Assembly where elections are regularly scheduled.

In the event of absence or vacancy of all Executive Board members or of the only (remaining) member of the Executive Board, the Executive Board is represented by a person who is appointed to do so by the Full Members' Board.

If the Full Members' Board does not make such an appointment within two weeks, then the Executive Board will be represented by the person appointed to do so by the President of the Court in the district where the Federation is registered, at the request of one or more interested parties.

#### 14.3 Resignation, dismissal of a member of the Executive Board

An Executive Board member automatically resigns:

- a. by resignation from his/her Association;
- b. due to his/her decease;
- c. because one or more of his assets are put under administration, as per local legislation;
- d. due to his/her regular retirement;
- e. due to his/her (voluntary) retirement
- f. due to his/her dismissal by the Court;
- g. due to dismissal granted by the Full Members' Board.

The members of the Executive Board may be dismissed by the Full Members' Board at any time on reasoned grounds and in writing. Such decision of the Full Members' Board require a majority of the two-thirds of the votes cast. The concerned Executive Board member will be given the opportunity to give account for his/her actions in a General Assembly meeting. He/she may be assisted by an advisor.

#### 14.4 Role and authority

The Executive Board officially represents the Federation towards third parties and is the executive body of the Federation. It ensures day to day management and reports on a regular basis to the Full Members' Board and to the General Assembly. Two Executive Board Members are jointly authorised to approve contracts and other such legal documents on behalf of the Federation under the condition that at least the President is amongst these two signatories.

Thus, the Executive Board represents the Federation judicially and extra-judicially.

The representational authorities accrue to two members of the Executive Board

together, of whom at least one (1) shall hold the position of President or Vice President. These two Executive Board members cannot be employees of the same CRO or representative of the same Full Member.

The Executive Board has the following authority:

- a. It prepares and organizes the meetings of the Full Members' Board and of the General Assembly, it is in charge of drafting the minutes of such meetings;
- b. It represents the Federation in stakeholders events when required and/or organizes such representation of the Federation with the support of the Full Members' Board;
- c. It manages the incorporation of new Members / Partners according to the rules of the present Bylaws;
- d. It maintains a registry of Members / Partners and of their representatives;
- e. It organizes the internal and external communication of the Federation;
- f. It negotiates and engages providers to execute subcontracted tasks as required by the activities developed by the Federation. The Executive Board shall need the approval of the Full Members' Board for decisions where the value of which exceeds an amount to be fixed by the General Assembly and to be made known to the Executive Board;
- g. It maintains a registry of all such contracts;
- h. It prepares the provisional annual action plan and corresponding budget which is submitted to the approval of the General Assembly;
- i. It reports every quarter to the Full Members' Board on the execution of this action plan and budget and proposes to the approval of the Full Members' Board any eventual required amendments;
- j. It prepares and submits to the approval of the Full Members' Board or the General Assembly, the annual balance of accounts as required by the applicable regulations;
- k. It manages the bank accounts of the Federation and performs all invoicing and payments as required by the activity of the Federation;
- l. It prepares all internal ruling and standard operating procedures of the Federation for submission to the Full Members' Board or General Assembly approval;
- m. Subject to the prior approval of the Full Members' Board or the General Assembly, the Executive Board is authorised to have certain parts of its duties carried out by committees and/or working groups;
- n. Subject to prior approval of the Full Members' Board or General Assembly, the Executive Board has the capacity to take legal action in the name of the Federation, for the purpose of bringing claims and making defences, to agree to any transactions and to lodge appeals.

#### 14.5 The President

The President shall be in the position to fully exercise his/her civil rights. He/she

represents the Federation in all civil formalities and is bestowed with all powers for this purpose:

- a. He/she convenes the Executive Board and the Full Members' Board, proposes the agendas and chairs their meetings;
- b. He/she has the capacity to open and manage any accounts or saving accounts in any bank, financial or credit institution;
- c. He/she is in charge of executing the decisions taken by the Executive Board, the Full Members' Board or the General Assembly;
- d. He/she signs all sales or purchase contracts, and more generally all documents and all contracts necessary for the execution of the decisions of the Executive Board, the Full Members' Board or the General Assembly;
- e. He/she authorizes expenditures;
- f. He/she undertakes the payment of expenditures and the collection of revenues;
- g. He/she presents the annual budgets, and supervises their implementation;
- h. He/she presents the annual management report at the annual General Assembly;
- i. He/she may delegate, in writing, his/her powers and his/her signature to another Executive Board member and may terminate such delegation at any time in the same manner.

Any act or undertaking that goes beyond the scope of the powers defined above shall receive prior written authorization from the Full Members' Board or the General Assembly.

#### 14.6 The Vice-President

The role of the Vice-President is to assist the President in exercising his/her functions in order to ensure the continuity of the presidential function wherever and whenever necessary.

The Vice-President acts by delegation from the President and under his/her supervision.

Such delegation can be temporary or permanent, as defined by the President.

He/she may delegate, in writing, his powers and his/her signature to another Executive Board member and may terminate such delegation at any time in the same manner.

#### 14.7 The Secretary

The Secretary assists the President in whatever concerns the administrative and legal operations of the Federation:

- a. He/she prepares or supervises the preparation of the minutes of the meetings of the Executive Board, of the Full Members' Board and of the General Assembly;
- b. He/she maintains or supervises the maintenance of all registries of the Federation;

- c. He/she performs or supervises the performance of all legal declarations and official publications as required by the applicable legislation.

The Secretary may act by delegation from the President and under his/her supervision on any other matter falling under the scope of his/her function.

He/she may delegate his powers and his/her signature, in writing, to another Executive Board member, and may terminate such delegation at any time in the same manner.

He/she may be assisted by personnel appointed by the Full Members' Board.

#### 14.8 The Treasurer

The role of the Treasurer is to assist the President in whatever concerns the proper financial functioning of the Federation:

- a. He/she releases or supervises the release of the annual call for subscriptions;
- b. He/she releases or supervises the release of sales invoices;
- c. He/she prepares or supervises with a certified accountant, the preparation of the annual balance of accounts of the Federation;
- d. He/she assists the President to prepare the annual budgets and monitor their implementation;
- e. He/she operates the bank accounts of the Federation and, to this end, has capacity to order any payments of approved statement of expenses and providers' invoices;
- f. He/she may be authorized, by delegation from the President and under his/her supervision, to open and manage any accounts or saving accounts in any bank, financial or credit institution.

#### 14.9 Executive Board Member(s)

The Executive Board member(s) take(s) part in all activities and decision making of the Executive Board. The role of the Executive Board member(s) is assigned as needed and agreed by the Executive Board.

#### 14.10 Working manner

1. The Executive Board will meet at least every other month. Further the Executive Board will meet as often as the President or one of the Executive Board members considers this desirable.
2. Executive Board members are expected to attend the Executive Board meetings. Any appointed Executive Board member is entitled to cast one vote in the Executive Board meetings.
3. Insofar as no larger majority is prescribed in these Articles of Federation, all Executive Board resolutions shall be adopted by absolute majority of the votes cast.
4. Lawful Executive Board resolutions can only be adopted if at least three (3) members of the Executive Board are present during the meeting. If the votes

tie, the proposal is suspended and re-proposed at the following Executive Board and/or discussed with the Full Members' Board, depending on the resolution.

5. The matters discussed in each Executive Board meeting will be included in the minutes drawn up by the Secretary. These minutes will be distributed to the Executive Board members, and where needed, be revised. Finally, these minutes will be signed for approval during the following Executive Board meeting by the President. These minutes will then be made available to all Executive Board members.
6. In deviation to what the law determines on this matter, the opinion of the President on the materialisation and the content of a decision is not decisive.
7. The Executive Board can determine Regulations in which it further lays down its working manner. The Regulations shall be approved by the Full Members' Board or the General Assembly.

## **Article 15 – The General Assembly**

### **15.1 Role and authority**

The General Assembly is the premium authority, and the only authority of the Federation, entitled to decide on:

1. Changes in the Articles of Federation;
2. Appointment and dismissal of the Executive Board;
3. Discharge of the Executive Board;
4. The amount of the annual membership and partnership fees, as well as the entrance fees, if applicable;
5. Approval of financial budget and annual accounts;
6. Dissolving the Federation;
7. All items as required by the Articles of Federation.

### **15.2 Convening the General Assembly**

1. Each year, at least one General Assembly, the annual meeting, is held no later than six months after the end of the financial year of the Federation, unless this term is extended by the General Assembly. Further General Assemblies are held as often as the Full Members' Board considers this desirable, or if it is required by law or the Articles of Federation.
2. At the written request of at least such a number of Members as is authorised to cast two thirds or more of the votes in a complete General Assembly, the Executive Board is obliged to convene a General Assembly within a term of no more than three months.

If the request for convening the meeting is not met within one month, the requestors can convene the meeting themselves, in accordance with the provisions of section 3 of this article.

3. The convening of the General Assembly takes place in writing to the addresses of the Members according to the Members register referred to in Article 13, section 4.d. The term for convening consists of at least thirty days before the day of convening and that of the meeting not included.
4. A General Assembly can be considered valid if two thirds of the Members are represented.

### 15.3 Access to and leading of the General Assembly

1. Persons (representatives as meant in Articles 4, 5 and 7) pursuant to a written authorisation to represent the Member / Partner, the respective replacement representative, other delegates sent by Members / Partners as well as members of the Executive Board and those who are invited to the General Assembly by the Executive Board have access to the General Assembly.
2. Furthermore, for the purposes of transparency and to encourage participation of all Affiliates, any General Assembly will be open for attendance by up to 2 representatives of the Affiliate provided that the Affiliate first applies in writing for such attendance to the Executive Board via the Secretariat at info@eucrof.eu. Following approval by the Executive Board a participation fee per Affiliate attendee will be requested to compensate for the additional expenses incurred by such attendance. The Executive Board is mandated to set all appropriate logistical details, including the possible limitation of the total number of attendees and the amount of the participation fee to be charged under these circumstances.
3. Each Member will appoint a representative in writing. The name of the representative shall be reported to the Secretary of the Executive Board in writing at least four weeks before the General Assembly. A replacement representative can be appointed by the Member at any time as long as the Secretary of the Executive Board is informed thereof beforehand in writing.
4. The General Assembly is chaired by the President or, in his absence, by the Vice President. Should none of the Members of the Executive Board be present, the meeting itself will provide its President.
5. Minutes of the matters dealt with at the meeting will be kept by the Secretary or by a person appointed by the President. These minutes will be distributed to all Members within one month after the General Assembly for review and will be confirmed at the latest during the following General Assembly and signed for approval by the President and the Secretary.

### 15.4 Right to vote, decision making

1. Each Full Member has one vote.
2. The votes are cast by the representatives and, if they are not present at the meeting, by their replacement.
3. Associate Members and EUCROF Partners do not have voting rights.
4. Insofar as the Articles of Federation or the Dutch law do not determine otherwise, all decisions of the General Assembly are taken with simple majority of the votes cast, except for Executive Board member

appointments and changes in the Articles of Federation. These require a quorum of two thirds .

If at an election of persons no one wins the simple majority, a second vote will take place. In the case that again no one wins the simple majority, a revote will take place, until either one person has the full majority.

For said revotes (not including the second vote) the votes will always be cast on the persons on who the previous vote was taken, excluding the person who gained the lowest amount of votes at the previous ballot.

If at the previous ballot the lowest number of votes was cast on more than one person, then a drawing will decide which person will no longer be eligible for election.

5. All votes take place orally, unless the President of a meeting considers a written vote desirable or one of the Members entitled to vote requests such.

Written votes take place by unsigned, closed ballots.

As long as all Members entitled to vote are represented in a General Assembly, valid decisions can be taken, provided it is with simple majority, concerning all matters which come up, except for Executive Board member appointments and changes in the Articles of Federation. These require a quorum of two thirds, therefore including proposals for amendment to the Articles of Federation or for dissolution, even if no call-up took place or if it did not take place in the prescribed manner or if any other condition concerning convening and holding meetings or a related formality was not considered.

6. An unanimous decision in writing by any means of communication by all those who are entitled to vote in the General Assembly, even if they are not in the meeting, as long as it is taken with knowledge of the Executive Board, carries the same power as a decision of the General Assembly.

### **Article 16 – Financial year**

The financial year begins on 1<sup>st</sup> January and ends on 31<sup>st</sup> December.

### **Article 17 – Annual account report, account and justification**

1. The Executive Board will present its provisional annual management report at the General Assembly and will provide accounts and justification of the policy carried out during the last financial year by submitting a provisional balance sheet and a statement of income and expenses. The final annual Accounting Report shall be approved by the Full Members' Board and signed by the President and the Vice President of the Executive Board.
2. If no statement is given by an accountant concerning the faithfulness of the documents referred to in the previous section to the General Assembly, as referred to in any applicable EC Directive(s) or EC Regulations, then the General Assembly will annually appoint a committee from amongst the Members – the Funds Committee – of at least two persons who shall not be

part of the Executive Board. The Committee will examine the account and justification of the Executive Board and present a report of its findings to the General Assembly.

3. The examination of the account and justification requires special bookkeeping knowledge, then the Funds Committee can be assisted by an expert. The Executive Board is required to provide all desired information to the Committee, to provide the Committee with the funds and values as desired, and allow the Committee to inspect the books, documents and other data carriers of the Federation.
4. The Committee's assignment can be ended at any time by the General Assembly, yet only by appointing another committee.

### **Article 18 – Advertising by Full Members, Associates, Partners and Affiliates**

1. EUCROF is supportive of its Full Members, Associate Members, Partners and Affiliates advertising its affiliation with EUCROF and participation in EUCROF activities. The EUCROF logo should be shown and the statement "<Full Member> or <Associate Member> or <Partner> of EUCROF", used as applicable. In the case of Affiliates who are members of their respective national association, which is a Full Member of EUCROF, then the following statement shall be used " Member of <Local National Association> and Affiliate Member of EUCROF" together with the corresponding logos.

### **Article 19 – Amendment to the Articles of Federation**

1. Amendment to the Articles of Federation can only take place by resolution by the General Assembly, for which the meeting is convened in writing at least one (1) month beforehand, stating that amendment to the Articles of Federation will be proposed.
2. Whoever makes the call up to the meeting of the General Assembly to deal with a proposal for amendment to the Articles of Federation, shall provide a copy of the proposal, in which the proposed amendment is included, at a place suitable for the representatives and replacement representatives for inspection at least one (1) month (calendar) before the day of the meeting until after the end of the day on which the meeting will be held.
3. Amendment to the Articles of Federation can only be decided on by the General Assembly with a majority of at least two-thirds of the number of votes cast.
4. The amendment to the Articles of Federation only takes effect after a notarial deed has been drawn up. Each of the Members of the Executive Board is authorised to have a copy of the deed of amendment to the Articles of Federation executed.

5. The provisions in sections 1 and 2 do not apply, if all persons entitled to vote are represented at the General Assembly and the resolution to amend the Articles of Federation is adopted unanimously.
6. The Members of the Executive Board are required to deposit an authentic copy of the deed of the amendment to the Articles of Federation and a complete continuous text of the Articles of Federation, as these read after the amendment, at the office of the register kept at the Chamber of Commerce. An official version in English will be available for all Members and EUCROF Partners.

### **Article 20 – Dissolution and settlement**

1. The provisions of article 19, sections 1, 2, 3 and 5 apply *mutatis mutandis* to a decision to dissolve the Federation.
2. The decision referred to in the previous section also includes the destination of the credit balance, which shall be used in accordance with the objective of the Federation insofar as possible.
3. The settlement is carried out by the Executive Board.
4. After the dissolution, the Federation will continue to exist insofar as this is required for the liquidation of its assets. During the liquidation, the provisions of these Articles of Federation remain in force insofar as possible. In documents and notifications originating from the Federation, the words 'in liquidation' should be added to its name.
5. The liquidation will terminate when there is no longer any credit balance present and known to the liquidators.
6. The books and documents of the dissolved Federation shall be kept for seven years after the liquidation is completed. The custodian will be the person appointed by the liquidators.

### **Article 21 - Regulations**

1. The General Assembly can adopt one or more regulations and amend them. These regulations may cover matters not provided for by these Articles of Federation.
2. The standing orders may not be in conflict with the law, which also applies if there are no mandatory rules of law, or with the Articles.
3. The provisions of article 19, sections 1, 2 and 5 apply *mutatis mutandis* to decisions for determining and amending regulations.

### **Article 22 – Unforeseen cases**

In all cases in which both the law, as well as the Articles of Federation do not

provide clarity, the General Assembly will decide.

#### CONCLUSION

The document with the written power of attorney is attached to this deed.

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

The identity of the person appearing to me has been proven by me, civil law notary by the aforementioned and applicable document.

IN WITNESS WHEREOF THIS DEED, in minute, was executed in Mijdrecht, municipality De Ronde Venen, on the date stated at the beginning of this deed.

After a summary and explanation of the contents of this deed has been given to the person appearing, she subsequently stated to have taken cognisance of the contents of the deed and to approve of the content and limited reading of this deed.

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

Martine Dehlinger-Kremer, President

Stefano Marini, Vice-President