# **ASSOCIATION**

# Schiphol Airline Operators Committee

This text is the English version of the Dutch original Articles of Association. The Articles in Dutch will be the ones which are legally valid.

#### **ARTICLES OF ASSOCIATION**

#### Article 1 - Name and principal office

- 1. The name of the association is Schiphol Airline Operators Committee (S.A.O.C.).
- 2. The association has its principal office in the municipality of Haarlemmermeer.
- 3. The association was formed in mid one thousand nine hundred and sixty-two under the name Schiphol Airline Operators Committee (S.A.O.C.).

# **Article 2 - Objects**

2.1 The objects of the association are as follows:

To represent the interests of its members in the operational process at and around Amsterdam Airport Schiphol in the broadest sense, and to perform everything related or conducive to the foregoing.

# To that end the association will engage in the following activities:

- a. Improving the efficiency (at reasonable costs) of the operational process and creating favourable conditions to facilitate the business operations of its members.
- b. Coordinating contacts and improving communication between members, associated members, authorities and government bodies.
- c. Providing opportunities for dialogue, education, advancement and improvement of all aspects of the airport operations by organising meetings, activities and seminars.
- d. Participating in the various consultative structures of the airport, the sector, the authorities or stakeholders at operational, tactical and strategic level, including the airport consultations pursuant to the Aviation Act and the regular meetings for the purpose of these consultations.
- e. Conducting legal proceedings (partly) on behalf of or for the benefit of one or more of its members against decisions, policy, legislation and the acts without an intended legal effect of public authorities, administrative bodies, the bodies responsible for slot coordination at Schiphol and the operator of Amsterdam Airport Schiphol, including all proceedings for the purpose of the airport consultations referred to above under Article 2.1(d) of these Articles of Association.
- 2.2 The IATA Recommended Practise 1795 psc(12)1795 Guidelines for the establishment of airline operators committees constitutes the basis of the association.
- 3.2. The association is a non-profit organisation.

#### **Articles 3 - Membership**

- 1. The airline members of the association may be airlines with scheduled or regular services to, from or via Schiphol. Airline members have voting rights and the right to participate in all of the association's activities; they are subject to the obligations imposed on them by or pursuant to these Articles of Association and furthermore as set out in the standing rules.
- 2. Associated members of the association are handling agents, not being airlines operating under a concession or licence from the Amsterdam Airport Schiphol authority. Associated members have the rights and obligations imposed on them by or pursuant to these Articles of Association and furthermore as set out in the standing rules, except for voting rights.
- 3. If the member (legal entity) is involved in a merger or split-up and ceases to exist as a result, membership will pass to the acquiring legal entity, or in the event of a split-up to the legal entity described as the designated member.
- 4. Members are those who have applied for membership to the executive board using the form made available for that purpose and have been granted admission to the association by the executive board. Admission may only take place if the application form has been duly completed and signed, and the

candidate member has read and understood the Articles of Association and the applicable rules and regulations.

- 5. To qualify for membership of the association, the candidate member must meet the criteria in Article 3.4 and the applicable Articles 3.1 and 3.2 of these Articles of Association. Furthermore the candidate member must have a good reputation.
- 6. In the event admission is not granted by the executive board, the general meeting may still decide to admit the candidate member. The general meeting may delegate its powers for this purpose to one of the committees it has established.
- 7. The executive board maintains a register in which the names and addresses of all of the members are recorded.
- 8. All members are obliged to maintain strict confidentiality of all data and information that comes to their knowledge in their capacity, and by their nature are not intended for dissemination among other parties.
- 9. Members may be suspended by the executive board for a maximum period of 12 months if they violate the Articles of Association, the regulations or resolutions of the association, or unreasonably prejudice the association. The member concerned may not exercise any of its membership rights during the suspension period. Its membership obligations continue to exist.

The member may appeal the decision in the general meeting and conduct a defence in that forum within one month after the member has been notified of the decision concerning suspension. To that end the executive board is obliged to convene a general meeting within four weeks of receipt of the notice of appeal. The member will continue to be suspended during the appeal period and pending the appeal.

- 10.1 Honorary members are those who have been appointed as such. Natural persons may also be appointed as honorary members. Further nominations for new honorary members must be made by at least three members jointly and require a two-thirds majority of the votes cast in the general membership meeting, if they are to be accepted.
- 10.2. Honorary members are exempted from paying contribution, they have no admission to the general membership meeting and do not have voting rights; in other respects they have the same rights and obligations as members.
- 10.3. Honorary membership is personal and cannot be transferred or acquired by hereditary succession.

# Article 4 - End of membership

- 1. Membership ends as follows:
- a. If a legal entity is a member of the association, membership ends if the legal entity ceases to exist, unless this is due to a merger or split-up. In the event of a merger membership will pass to the acquiring legal entity, and in the event of a split-up to the legal entity described as the designated member.
- b. Termination by a member.
- c. Termination by the association.
- d. Disqualification.
- 2. Members may only terminate their membership with effect from the end of a financial year, provided that they give notice of termination in writing with due observance of a notice period of at least one month. Membership may be terminated with immediate effect if continuation of membership cannot reasonably be required. The member is still required to pay the membership fee for the current year.
- 3. As a result of giving late notice of termination, membership including the associated obligations will only be terminated at the end of the next financial year, unless the executive board decides otherwise due to special circumstances.
- 4. By terminating membership a member cannot evade a decision bringing about an increase in the financial obligations of members, except in the case described in the following paragraph.

  A member may terminate membership with immediate effect within one month of having become aware of or notified of a decision restricting its rights or imposing heavier obligations; the decision does not apply to the member in this case. A member may terminate membership with immediate effect within one month of having been notified of a decision to convert the association into a different legal form, to merge or spilt up. In that case the member is still required to pay the membership fee originally fixed for that year.

5. Termination of membership by the association will be carried out by the executive board by means of a written notice to the member, stating the reason(s) for termination.

Membership may be terminated in the following cases:

- a. If a member no longer meets the membership criteria set out in the Articles of Association.
- b. If despite a written reminder a member fails to perform its obligations towards the association.
- c. If the association cannot reasonably be required to allow membership to continue.

The termination date of membership must be stated in the decision terminating membership. The membership fee for the current year is still required to be paid.

6. Disqualification from membership will be carried out by the executive board by means of a written notice to the member, stating the reason(s) for disqualification.

Members may only be disqualified if they violate or have violated the Articles of Association, the regulations or resolutions of the association, or prejudice or have prejudiced the association unreasonably.

Disqualification takes effect immediately. The membership fee for the current year is still required to be paid.

- 7. Within one month after the member has been notified of a decision terminating or disqualifying it from membership, the member may appeal the decision in the general meeting and conduct a defence in that forum. To that end the executive board is obliged to convene a general meeting within four weeks of receipt of the notice of appeal. The member whose membership has been terminated is suspended during the appeal period and pending the appeal.
- 8. The requirement for a written notice of termination or disqualification will also be met if the notice of termination or disqualification is communicated only by electronic means and a read receipt of the notice has been received.

#### Article 5 - Membership fee

- 1. Members pay an annual membership fee, the amount of which is determined by the executive board. Members may be required to provide a direct debit mandate for the periodic membership fee. To that end members may be divided into categories to which a different membership fee applies.
- 2. The executive board is authorised to grant a member full or partial exemption from paying the membership fee in any year due to special circumstances.
- 3. A planned change in the membership fee must be communicated to members on a timely basis at the general meeting or by electronic means.
- 4. The amount of the membership fee applicable to the new financial year must be fixed and minuted during the final general meeting in the year preceding the year to which the membership fee applies.

#### **Article 6 - Sponsors**

- 1. Sponsors are parties admitted as such by the executive board. There may be various sponsorship categories.
- 2. The executive board draws up a sponsorship contract and may attach various rights and obligations to the categories of sponsors.
- 3. The executive board maintains a register in which the names and addresses of the sponsors are recorded.

# Article 7 - Executive board: composition and appointment

- 1. The association is managed by an executive board composed of a minimum of three and a maximum of nine natural persons. The general meeting determines the number of executive board members.
- 2. The executive board is composed of a chair, vice-chair and a treasurer at minimum. They jointly constitute the day-to-day management and are entered in the Trade Register of the Chamber of Commerce.
- 3. The general meeting appoints executive board members.

Executive board members are appointed on the basis of a resolution adopted by a majority of two-thirds of the votes cast in a meeting at which at least 30% of the airline members are present or represented. The executive board members are appointed by the members of the association.

One or more (executive) board members can be appointed by the members without being member or working for a member.

- 4. All general executive board members, the treasurer and the vice-chair are appointed from a list of candidates nominated by the executive board. The candidates nominated by the executive board are communicated together with the notice convening the general meeting. The list of nominated candidates is not binding. The general meeting is also free to appoint candidates should the executive board not have communicated the nominated candidates together with the notice convening the annual meeting at the latest.
- 5. The selection committee nominates the chair of the executive board.
- 6. Executive board members are appointed for a three-year term.

Executive board members retire in accordance with a retirement rota to be drawn up by the executive board. An executive board member retiring in accordance with the retirement rota is eligible for immediate reappointment.

#### **Article 8 - Selection committee**

- 1. The selection committee defined in Article 7(5) of the Articles of Association consists of a minimum of one member of the executive board, a general executive board member and two ordinary members.
- 2. The executive board determines the composition of the selection committee.
- 3. The selection committee may request the assistance of a recruitment and selection specialist.
- 4. The selection committee is responsible for drawing up a list of candidates for the vacant position of chair of the executive board. In doing so, the selection committee takes account of the profile of the chair drawn up by the executive board and approved by the general meeting.

#### Article 9 - Executive board: termination of service; suspension

- 1. Executive board membership ends due to the following:
- a. the retirement of an executive board member;
- b. the expiry of the term for which the executive board member has been appointed;
- c. the death of an executive board member;
- d. if an executive board member is placed under curatorship or if the member's entire capital has been placed under administration;
- e. when the executive board member no longer is a member of the association;
- f. on the dismissal of an executive board member by majority vote pursuant to a general meeting resolution;
- g. if the executive board member is declared bankrupt and a debt rescheduling arrangement for natural persons is declared applicable to the executive board member concerned; with due observance of the provisions set out below.
- 2. An executive board member may be suspended at any time by the general meeting. Suspension takes place pursuant to a resolution adopted by a majority of at least two-thirds of the votes cast at a general meeting.

The maximum suspension period is three months and may be extended by the general meeting once for the same period of time. Should dismissal not follow from suspension, suspension will end on the expiry of the suspension period. The executive board member will be offered an opportunity to account for his/her actions in the relevant general meeting and may be assisted by counsel.

# Article 10 - Executive board: convening executive board meetings, executive board meetings and decision-making

- 1. Every executive board member is authorised to convene a board meeting.
- 2. Notices convening meetings are given in writing with due observance of a term of seven days, excluding the day on which the notice convening the meeting is given and that on which the meeting is held, stating the date, the time at which it will start and the place of the meeting in addition to the topics to be discussed (the agenda).

Executive board members who have provided the association with an address for that purpose may be called to board meetings by means of a readable, reproducible message sent to that address by electronic means.

3. Executive board meetings are held at the place to be determined by the person convening the meeting.

- 4. If the provisions in the two previous paragraphs are violated, the executive board may still take legally valid decisions if all executive board members are present or represented at the meeting.
- 5. An executive board member may grant another executive board member a written power of attorney to represent him/her at the meeting. A power of attorney in electronic format is deemed to be a written power of attorney.

An executive board member may only represent one co-member at the meeting.

6. Each executive board member is entitled to one vote during executive board meetings. If these Articles of Association do not stipulate a larger majority, all executive board decisions will be adopted by an absolute majority of the votes cast. In the event the votes are tied, the chairman has the casting vote.

# Article 11 - Executive board: chairing executive board meetings, minutes, decision-making outside the meeting

- 1. The chair of the executive board presides over executive board meetings; in the chair's absence the meeting provides for the chair.
- 2. The attendance list must be signed at each executive board meeting and retained for five years by the executive board.
- 3. The meeting chair determines the manner in which votes are taken during meetings.
- 3. The judgement given by the meeting chair during the meeting regarding the outcome of a vote is decisive.

The same applies to the contents of a decision taken, insofar as voting was on a motion not set out in writing. If the accuracy of the chair's judgement is challenged immediately after it has been given, a new vote will be taken if desired by the majority of the meeting or - if the original vote was not held by roll call or ballot - if desired by a voting member present. As a result of the new vote, the legal consequences of the original vote will lapse.

4. Minutes will be taken of the proceedings at all executive board meetings by the person designated by the meeting chair.

The minutes are signed - following adoption - by the meeting chair and the minute-taker.

5. Another procedure for adopting decisions may be followed by the executive board if all executive board members have declared in writing that they are in favour of the motion.

A written declaration is also taken to mean a readable and reproducible message sent by electronic means to the address determined by the executive board for that purpose and communicated to all executive board members.

#### Article 12 - Executive board: duties and powers

1. The executive board is charged with the management of the association. All executive board members have an obligation towards the association to properly perform the duties entrusted to them. The executive board must keep records of the association's financial position and everything relating to the association's activities, in accordance with the requirements arising from these activities, and to store the relevant records, documents and other data carriers in such a way that the rights and obligations of the association are known at all times.

The executive board is obliged to retain the records, documents and other data carriers for a period of seven years.

- 2. The executive board is authorised to adopt decisions to enter into agreements to acquire, sell and encumber property subject to public registration but is not authorised to enter into agreements in which the association undertakes to act as guarantor or joint and several debtor, stand surety for a third party or provide security for a third-party debt.
- 3. The executive board is also authorised to enter into, amend or terminate employment contracts.
- 4. Furthermore, the executive board is authorised to adopt or revise the strategic plan.
- 5. The executive board requires general meeting approval for decisions on the following:
- a. renting, leasing and otherwise acquiring or making available for use or enjoyment property subject to public registration;
- b. contracting loans or entering into credit agreements;

- c. lending money;
- d. entering into a settlement agreement to end a dispute;
- e. instituting legal proceedings, including arbitration proceedings, which excludes attaching property before judgment and other legal action that cannot be delayed;
- f. making investments and performing other juristic acts exceeding the amount determined by the general meeting;

# **Article 13 - Representation**

- 1. The executive board represents the association.
- 2. The association is represented by at least two executive board members acting jointly, subject to the provisions in the next paragraph.
- 3. The executive board may request a mandate during the general meeting or by referendum for all the decisions to be taken on behalf of its members relating to Article 2.1(d).
- 3. The executive board may decide to grant a power of attorney to represent the association.
- 4. If the executive board decides to grant a power of attorney, the designated representative will receive written notification of the decision and a power of attorney.

The power of attorney sets out the conditions applicable to representation, including in any event the commencement date and the

- subject concerned. The power of attorney is co-signed by the chair and another executive board member.
- 5. The right of the executive board and the executive board members to represent the association stated in both previous paragraphs of this article also exists if there is a conflicting interest between one or more executive board members.
- 6. The executive board may also decide to grant either a one-off or continuous power of attorney to one or more executive board members and/or others, both jointly and individually, to represent the association within the limits of the power of attorney.
- 7. In all cases in which the association has a conflicting interest with one or more executive board members the general meeting may appoint one or more persons to represent the association.

# **Article - Duty of confidentiality**

- 1. The members of the executive board and the working groups, committees as well as the persons working for the association are obliged to maintain strict confidentiality of all data and information that comes to their knowledge in their capacity, and by their nature is not intended for dissemination among other parties.
- 2. Newly elected executive board members must read the Code of Conduct and sign it for agreement before participating in their first official executive board meeting.

#### Article 15 - Accountability

- 1. The association's financial year coincides with the calendar year.
- 2. During a general meeting held within six months of the end of the financial year, subject to extension of that period by the general meeting, the executive board presents an annual report on the performance of the association and the management conducted. The report contains the balance sheet, the statement of income and expenditure and the accompanying explanatory notes for adoption by the general meeting. These documents are signed by the executive board members. If one of their signatures are missing, this will be reported together with the reasons.

If the association maintains one or more businesses that are required to be entered in the Trade Register pursuant to the law, the net turnover of these businesses must be stated on the statement of income and expenditure.

3. The executive board submits the financial statements for adoption to the general meeting. If the fair presentation of the financial statements is not accompanied by an auditor's report as defined in Section 393(1) of Book 2 of the Dutch Civil Code, the financial statements will be audited prior to submission by an audit committee appointed by the general meeting consisting of at least two members who may not serve on the executive board. A member may sit on the audit committee for a term of three consecutive years. Audit committee members are eligible for immediate reappointment after the three-

year term.

The executive board has an obligation to make available the association's complete financial records to the audit committee for inspection, including the corresponding documents and to provide the committee with all the information it requires. If deemed necessary by the committee for the proper performance of its duties, it may be assisted by an external expert.

The committee reports its findings to the general meeting, accompanied by a qualified or unqualified opinion on the financial statements.

Following the adoption of the financial statements by the general meeting, a motion is put forward to grant the executive board discharge from liability in respect of its accountability thus rendered.

- 4. The executive board adopts a budget of income and expenditure for the following financial year in a meeting to be held before the end of the financial year. The budget is drawn up by the treasurer or a person designated for that purpose on behalf of the executive board and submitted to all executive board members in the second-last month of the financial year preceding the financial year to which the budget applies.
- 5. The executive board adopts a strategic plan and periodically updates this policy plan. The strategic plan provides insight into the activities to be performed by the association, the manner in which funds are acquired, and the management and spending of the association's capital.

#### Article 16 - General meeting: powers and annual meeting

- 1. All powers of the association that have not been assigned to the executive board by law or under the Articles of Association accrue to the general meeting.
- 2. A general meeting the annual meeting is held annually within six months of the end of the financial year. The topics discussed during the annual meeting include the following:
- a. the report of the executive board concerning the past financial year;
- b. the motion to adopt / not adopt the financial statements for the past financial year;
- c. the motion to grant the executive board discharge from liability;
- d. the appointment of audit committee members for the new financial year;
- e. the appointment of executive board members if there are vacancies on the executive board;
- f. motions put forward by the executive board or members of the association announced in the notice convening the meeting.
- 3. The executive board submits the budget to the general meeting for adoption for the next financial year 15 days before the end of the financial year at the latest.

#### Article 17- General meeting: convening notice

1. The executive board convenes the general meeting.

A number of members, who jointly have the right to cast at least one-tenth of the votes, may request the executive board to convene a meeting within four weeks of their request. If the executive board fails to send the invitation to the meeting within 14 days of receipt of their request, the members submitting the request may convene the meeting themselves.

The requirement to submit the request in writing is met if the request is recorded electronically.

- 2. The notice convening the general meeting must be given by the following means:
- a. a readable and reproducible message sent by electronic means to the address communicated by the member for that purpose;
- b. a written notice sent to the addresses of the members recorded in the membership register.
- 3. The term for convening the meeting is at least 14 (fourteen) days, excluding the date of notice and that of the meeting.
- 4. In addition to the place, date and time of the meeting, the notice convening the meeting must contain an agenda showing the items that will be discussed.

### Article 18 - General meeting: admission and voting rights

1. All non-suspended members of the executive board and the association are admitted to the general meeting. The meeting may also decide to allow other persons to attend (part of) the meeting. Suspended members and members whose membership has been terminated or those disqualified from membership

are admitted to the part of the meeting at which suspension, termination or disqualification is discussed.

- 2. Every airline member is entitled to one vote. Associated members are not entitled to vote. Executive board members elected among non-members do hold voting rights. A suspended member has no voting rights.
- 3. A voting member may grant another voting member proxy to vote on his or her behalf. The proxy must be granted in writing and submitted to the executive board prior to voting.

The requirement to submit the request in writing is met if the proxy is recorded electronically. One member may not represent more than two members.

# **Article 19 - General meeting: adopting resolutions**

1. Insofar as not provided otherwise in these Articles of Association, a resolution is adopted by an absolute majority of the votes cast by the members present and represented at the meeting, irrespective of their number.

Abstentions or invalid votes do not count in adopting resolutions but do count in determining the quorum stipulated in these Articles of Association.

- 2. The judgement given by the chair during the meeting regarding the outcome of a vote is decisive. The same applies to the contents of an adopted resolution, insofar as voting was on a motion not set out in writing. If the accuracy of the chair's judgement is challenged immediately after it has been given, a new vote will be taken if desired by the majority of the meeting or if the original vote was not held by roll call or ballot if desired by a voting member present. As a result of the new vote, the legal consequences of the original vote will lapse.
- 3. Should a majority have not been obtained when voting on the election of persons, a new vote will be held. If a majority is not obtained following the new vote, an interim vote will take place to decide on which persons a further vote will be held. If the votes are tied when electing persons, lots will be drawn to decide which of them has been elected.
- 4. If the votes are tied on a motion that does not relate to the election of persons, the motion is deemed rejected.
- 5. All votes are cast orally unless the chair or at least three members communicate in writing prior to the vote that they wish to hold a ballot.

A ballot is held using unsigned, sealed paper ballots. Resolutions may be adopted by acclamation unless one member requests a roll-call vote.

A voting member may cast its vote prior to the general meeting by means of electronic communication, but no earlier than on the thirtieth day before the date of the meeting. Such a vote is deemed equivalent to votes cast during the meeting. A vote cast in this manner cannot be revoked.

- 6. A unanimous resolution adopted by all members, even if they are not attending a meeting, has the same effect as a general meeting resolution if this is adopted with the prior knowledge of the executive board
- 7. If all members are present or represented at a meeting, valid resolutions may be adopted on all matters provided they are adopted unanimously even if the topic has not been communicated at all or in the required manner in the notice convening the meeting, or if the notice convening the meeting was not been issued in a legally valid manner.

# Article 20 - Ballot procedure

The executive board may decide to hold a referendum at the same time as taking a decision on the matter that will be submitted to the referendum. The referendum may only relate to matters directly linked to the objects of the association, as stated in Article 2.1 above.

A written referendum will be held. Where these Articles of Association refer to written notice, this is also taken to mean electronic messages (such as e-mail messages sent to an e-mail address). When sending the decision to be adopted, the executive board will state on what date at the latest the ballots must be returned to the executive board. That date is at least seven days after the date on which the ballot has been sent. The decision resulting from the referendum is deemed to have been adopted if at least two-thirds of the ballots returned are in favour of the decision. The number of ballots returned is not relevant. Suspended members cannot take part in the referendum. The executive board must retain the results for at least five years.

#### Article 21- General meeting: chair and minutes

1. The chair of the association presides over the general meeting.

If the chair is absent, the executive board will appoint another executive board member to chair the meeting. Should the chair not be provided for in this manner, the meeting will provide for its own chair.

2. Minutes must be taken of the proceedings at each meeting by the secretary or another person designated for this purpose by the meeting chair, which must be signed for adoption by the chair and minute-taker.

#### Article 22 - Amendments to the Articles of Association

- 1. The Articles of Association may be amended following a resolution adopted by the general meeting. Any motion put forward to the general meeting to amend the Articles of Association must always be included in the notice convening the general meeting.
- 2. Those who have issued a notice convening the general meeting for the purpose of considering a motion to amend the Articles of Association must send a copy of the motion containing the proposed amendment verbatim to all members by electronic means at least five days prior to the general meeting. A copy of the motion must also be made available for inspection at the general meeting during which the amendment to the Articles of Association will be considered.
- 3. A resolution amending the Articles of Association must be adopted with a majority of at least three-quarters of the votes cast. At least 30% of the voting members must be present or represented at that meeting.

Should the required quorum not be present or represented, a new general meeting may be convened in which the resolution can be adopted with a majority of at least 80% of the votes cast, irrespective of the number of members present or represented at that meeting. The notice convening the new meeting must state that a resolution may be adopted and why, irrespective of the number of members present or represented at the meeting.

The second meeting convened for this purpose will not be held any earlier than two weeks, or later than ten weeks after the first meeting.

4. An amendment to the Articles of Association enters into force with immediate effect after it has been recorded in a notarial instrument. Every executive board member responsible for the day-to-day management of the association is authorised to record an amendment to the Articles of Association by notarial instrument.

An officially certified copy of the instrument of amendment and the running text of the amended Articles of Association must be filed with the Trade Register.

# Article 23 - Merger; split-up; conversion

Without prejudice to the legal requirements, the provisions set out in the previous article equally apply as far as possible to a general meeting resolution to merge or split up as defined in Part 7 of Book 2 of the Dutch Civil Code and to a general meeting resolution to convert the association into another legal form in accordance with Section 18 of Book 2 of the Dutch Civil Code.

#### **Article 24 - Dissolution**

1. The association may be dissolved by a general meeting resolution. The provisions in these Articles of Association concerning a resolution to amend the Articles of Association equally apply to a resolution to dissolve the association.

The appropriation of any assets left after liquidation will be determined in the resolution to dissolve the association.

If the association no longer has any assets on the date of dissolution, it will cease to exist. In that case, the executive board will report the dissolution to the Trade Register.

The records and documents of the dissolved association will remain in the custody of the person, as designated in the resolution to dissolve the association, throughout the statutory retention period. The designated custodian will provide his or her name and address to the Trade Register within eight days of the commencement of custodianship.

- 2. In addition the association will be dissolved as a result of the following:
- a. insolvency after the association has been declared bankrupt or following completion of bankruptcy due

to the condition of the assets and liabilities;

b. a court decision to that end in the cases laid down by Act of Parliament.

#### **Article 25 - Liquidation**

- 1. The executive board is charged with liquidating the association's assets, to the extent that no other liquidator(s) are designated for this purpose in the resolution to dissolve the association.
- 2. The association will go into liquidation following the resolution to dissolve it.

After its dissolution, the association will continue to exist if and to the extent necessary for the liquidation of its assets.

During the liquidation the provisions of the Articles of Association will remain in force as far as possible and required.

'In liquidation' must be added under the association's name in documents and announcements issued by the association.

3. Any credit balance remaining after liquidation will be used for purposes which are most in keeping with the objects of the association.

These purposes will be determined in the resolution to dissolve the association or if this is not the case, by the liquidator(s).

Liquidation is completed when the liquidators are satisfied that all assets are accounted for.

The association will cease to exist at the time liquidation ends. The liquidators will report this to the Trade Register.

#### **Article 26 - Regulations**

- 1. The general meeting may adopt one or more regulations.
- 2. Regulations may provide further rules on aspects such as membership, the introduction of new members, the membership fee, the activities of the executive board, working groups or committees and meetings.

Regulations may not conflict with the law or the Articles of Association and may not contain provisions that should be provided for in the Articles of Association.

#### **CONCLUDING STATEMENTS**

In conclusion, the persons appearing declared:

#### **Current executive board**

As stated by the persons appearing, the executive board of the association currently consists of:

- 1. Ankie Prokos, chair
- 2. Mark Kamis, vice-chair
- 3. Frank van Balveren, treasurer

#### **Address**

The association's address is Vertrekpassage 1-265, 1118 AP, Schiphol, the Netherlands.

#### **Registration in the Trade Register**

The executive board will register the association in the Trade Register immediately to prevent the executive board members from remaining jointly and severally liable for the obligations of the association.

# **CHOICE OF ADDRESS FOR SERVICE**

The parties have chosen the office of the civil-law notary, custodian of this instrument, as the address for service for all matters relating to this instrument.

#### **APPENDED DOCUMENTS**

The following documents are appended to this instrument:

- Code of conduct

**END**