



Ref: BZI (18 October 2023.1)

Dos: 2023.0243.01

**UNOFFICIAL ENGLISH TRANSLATION OF
DEED OF AMENDMENT OF ARTICLES OF ASSOCIATION**

On this @ day of @ there appeared before me, @, civil-law notary in Utrecht, the Netherlands:

@, acting in the following capacity.

The person appearing declared:

- that the general assembly of **Wereldfederatie Anesthesiologie**, an association with full legal capacity under the laws of the Netherlands, having its seat in Amsterdam, and offices at 52 Horseferry Road Dean Bradley House, London SW1P 2AF, United Kingdom, registered with the Dutch trade register under number 34318914 (the "**Federation**"), resolved to amend the Articles of Association of the Federation;
- that the General Assembly of the Federation also resolved to appoint the person appearing to execute this deed;
- that the aforesaid resolutions of the General Assembly of the Federation are evidenced from a document attached to this deed.

The person appearing, acting as stated, furthermore declared, in implementation of the aforesaid resolution, that the articles of association of the Federation will be amended as follows:

ARTICLES OF ASSOCIATION

DEFINITIONS

Article 1

"**Anaesthesiologist**" means a qualified specialist physician who has completed a nationally recognized training programme in anaesthesiology;

"**Anaesthesiology**" means the medical science and practice of anaesthesia. It includes anaesthesia for surgical, obstetric and trauma care, and areas of practice such as perioperative medicine, pain medicine, resuscitation, and intensive and critical care medicine;

"**Article**" means an article of these Articles of Association;

"**Articles of Association**" means these articles of association;

"**Federation**" means the association with full legal capacity governed by these Articles of Association;



“**General Assembly**” means the body of the Federation consisting of the Full Members, or a meeting of the Full Members;

“**By-Laws**” means the regulations of the Federation adopted in accordance with Article 4 paragraph 1;

“**Administrative Manual**” means the administrative manual of the Federation adopted in accordance with Article 4 paragraph 2;

“**Board**” means the board (*bestuur*) of the Federation;

“**Council**” means the body of the Federation as referred to in Articles 15 up to and including 18;

“**Full Member**” has the meaning ascribed thereto in Article 5 paragraph 1 under a;

“**Corresponding Member**” has the meaning ascribed thereto in Article 5 paragraph 1 under b.

NAME, SEAT, LEGAL CAPACITY AND STATUS

Article 2

1. The name of the Federation is: World Federation of Societies of Anaesthesiologists.
2. The abbreviated name of the Federation is: WFSA.
3. The Federation has its seat in Amsterdam, the Netherlands.
4. The Federation is governed by these Articles of Association and its By-Laws.
5. The Federation is an association with full legal capacity under the laws of the Netherlands. The Federation is also registered as a tax-exempt organisation in the United States of America under the United States Internal Revenue Code 501 (c) (3).

OBJECTS

Article 3

1. The objects of the Federation are to make available the highest standards of anaesthesia care, which includes perioperative medicine, pain medicine, trauma management, resuscitation, and intensive and critical care medicine, to all peoples of the world.
2. In pursuit of its objects, the Federation shall:
 - a. support and promote the availability, accessibility, safety and quality of anaesthesiology;
 - b. work collaboratively to create, develop and improve the education and training of anaesthesia professionals everywhere;
 - c. promote innovation and research in anaesthesiology and disseminate information about the scientific basis of anaesthesiology;
 - d. encourage the development and adoption of standards worldwide that improve the safety of anaesthesia and surgical care;



- e. advocate for the role of anaesthesiology in improving patient care around the world;
- f. assist and encourage the establishment and strengthening of National Societies of Anaesthesiologists;
- g. liaise and partner with organisations that share the objects of the Federation;
- h. convene the World Congress of Anaesthesiologists (WCA) at regular intervals and support regional congresses;
- i. encourage meetings of special groups within the specialty and make provision for them to meet where appropriate at these congresses;
- j. apply all other lawful means that may be conducive to the objectives of the Federation.

BY-LAWS

Article 4

- 1. The Board shall adopt By-Laws containing provisions supplementing these Articles of Association. A resolution of the Board to adopt or amend the By-Laws requires the approval of the Council and the General Assembly. The provisions of the By-Laws may not be inconsistent with the law or these Articles of Association.
- 2. The Board may adopt an Administrative Manual to define common procedures. The provisions of the Administrative Manual may not be inconsistent with the law, these Articles of Association and the By-Laws.

MEMBERSHIP

Article 5

- 1. There are two categories of members:
 - a. Full Members;
 - b. Corresponding Members.
- 2. References to members in these Articles of Association are references to both categories of members, unless otherwise specified.
- 3. Additional criteria for the categories of members shall be laid down in the By-Laws and Administrative Manual.
- 4. Only Full Members are members as referred to in Title 2 of Book 2 of the Dutch Civil Code, meaning inter alia that only Full Members have the right to vote at the General Assembly. Corresponding Members may attend and address the General Assembly, but do not have the right to vote at the General Assembly.
- 5. All members must comply with these Articles of Association, the By-Laws and all resolutions of the corporate bodies of the Federation (i.e. the General Assembly, the Board and the Council).



ADMISSION TO MEMBERSHIP

Article 6

1. The Council shall decide on admission of members for admission;
2. Additional provisions on application of membership shall be laid down in the By-Laws and the Administrative Manual.

TERMINATION AND SUSPENSION OF MEMBERSHIP

Article 7

1. Membership ends:
 - a. upon the member's dissolution as a legal entity;
 - b. upon notice of termination by the member;
 - c. upon notice of termination by the Federation; the Federation may only terminate membership if it is determined that a member no longer meets the requirements for membership set out in Article 5 paragraph 3. The Federation may also terminate membership if the Federation cannot reasonably be expected to let the membership continue;
 - d. upon expulsion; expulsion from the Federation may only be ordered if a member breaches the Articles of Association or the By-Laws or resolutions of the Federation or acts against the interest of the Federation in an unreasonable manner.
2. Notice of termination of membership by the Federation shall be given by the Council.
3. Notice of termination may only take place with a notice period of at least three months. However, membership can be terminated immediately if circumstances arise, as a result of which the member or the Federation cannot reasonably be expected to let the membership continue.
4. If notice of termination is given in violation of Article 7 paragraph 3, the membership will be terminated as soon as the notice period allows, in accordance with Article 7 paragraph 3.
5. If a member becomes aware or is informed of a resolution restricting its rights of membership or increasing its obligations, it has one month to give notice of termination of its membership with immediate effect. If a member gives notice of termination in such a scenario, the resolution in question shall not apply to the member.
6. A member may also give notice of termination of its membership with immediate effect within one month of having been informed of a resolution to convert the Federation into a different legal form or to merge or split the Federation as referred to in Title 7 of Book 2 of the Civil Code.
7. Expulsion of a member shall be effected by the General Assembly.



8. The member shall be informed in writing as soon as possible of a resolution of the Federation to terminate its membership or expel the member from the Federation, stating the reasons for this. Within one month of this notification, the member may appeal to the Council or General Assembly, respectively. During the period for appeal and pending the appeal, the member shall be suspended. The member shall have the right to account for their actions at the Council or General Assembly meeting at which the appeal is to be discussed.
9. If membership ends during the financial year, the annual contribution shall nevertheless remain payable in full.
10. The Board may suspend a member who fails to reply to enquiries from the Federation in order to determine whether such member still meets the requirements for membership set out in Article 5 paragraph 3 or if such member has not paid its annual contribution for two (2) consecutive years.
11. During the suspension, all rights of the member are suspended.
12. If the Board has suspended a member, within twelve months of the suspension taking effect the Council shall resolve either to terminate the membership with due observance of Article 7 paragraph 1 or to terminate the suspension. If this time period is not adhered to, the suspension shall lapse.
13. Additional provisions on termination and suspension of membership shall be laid down in the By-Laws.

REGISTER OF MEMBERS

Article 8

1. The Board shall maintain a register in which the names and addresses of all members shall be recorded, as well as their category of membership.
2. Each member shall provide its address to the Board.
3. The register shall be kept up to date.

ANNUAL CONTRIBUTION

Article 9

1. Members shall be obliged to pay an annual contribution to the Federation.
2. The General Assembly shall determine the annual contribution for each category of membership.
3. The Board may under special circumstances grant full or partial exemption from the obligation to pay an annual contribution.

BOARD

Article 10

1. The Federation has a Board which shall consist of such number of Board members as the General Assembly may determine.



2. Board members must be natural persons.
3. Board members must be members of a legal entity that is a Full Member of the Federation, meaning that Board members may be appointed in accordance with the last sentence of section 2:37 subsection 1 of the Dutch Civil Code.
4. Board members shall be appointed by the General Assembly.
5. Additional provisions on the composition of the Board and the appointment of Board members shall be laid down in the By-Laws.

TERM AND END OF OFFICE, RESIGNATION, SUSPENSION AND DISMISSAL OF BOARD MEMBERS

Article 11

1. A Board member shall end their term of office in accordance with a schedule determined by the General Assembly. Any amendments to the schedule may not require that Board members resign against their will before the period for which they were appointed has expired.
2. The term of office of a Board member shall end no later than at the end of the first General Assembly after two years have lapsed following their appointment. A Board member ending the term of office shall be eligible for re-election, on the understanding that no Board member may serve as a Board member for more than six years in total.
3. The preceding paragraph is not applicable to a Board member who is elected and granted the title President Elect. Such Board member shall end their term of office no later than at the end of the first General Assembly after four years have lapsed following their appointment. On the occasion of their election, they will be granted the title President Elect for a term ending at the end of the first General Assembly after two years have lapsed following their appointment, and the title President for a term starting at the end of the first General Assembly after two years have lapsed following their appointment.
4. The General Assembly may at any time suspend and dismiss a Board member. The Board may at any time suspend a Board member.
5. If the General Assembly has suspended a Board member, or the Board has suspended a Board member, the General Assembly shall, within six months of the suspension taking effect, resolve either to dismiss the Board member or to terminate their suspension. If this time period is not adhered to, the suspension shall lapse.

DUTIES, POWERS AND DECISION-MAKING OF THE BOARD

Article 12



1. Subject to the restrictions laid out in these Articles of Association, the Board shall be charged with the management of the Federation. In fulfilling their duties, Board members shall serve the interest of the Federation and the organisation connected with it. The full list of duties and powers shall be included in the By-Laws.
2. The General Assembly shall grant Board members the titles of President, President Elect, Secretary, Treasurer, Director of Programmes, Director of Partnerships, Director of Memberships and such other titles as the General Assembly deems necessary.
3. The Board may adopt rules with respect to the matters concerning the Board. Such rules may not be inconsistent with the law, these Articles of Association or with the By-Laws and Administrative Manual.
4. The Board may set up such committees as it may reasonably deem necessary to the fulfilment of its duties. The Board shall determine the composition, duties, powers and working procedures of the committees.
5. The Board shall be authorised to enter into agreements to acquire, dispose of and encumber registered property and to enter into agreements whereby the Federation acts as a guarantor or as joint and mutual debtor, warrants performance by a third party or undertakes to provide security for the debt of a third party.
6. The Board shall meet whenever a Board member considers appropriate.
7. A Board member may only be represented at a meeting by another Board member authorised in writing. The requirement of written authorisation shall be met if the authorisation has been recorded electronically.
8. Each Board member may participate in a meeting by electronic means of communication, provided that all Board members participating in the meeting can hear each other simultaneously. A Board member so participating shall be deemed to be present at the meeting.
9. The President shall chair meetings of the Board. In the President's absence, the President Elect shall chair the meeting. In their absence, the Secretary will chair.
10. Each Board member shall have one vote. All resolutions shall be adopted by a simple majority of votes cast in a meeting in which at least half of the Board members are present or represented. In the event of a tied vote, the President has an additional casting vote, unless there are only two Board members in office. In such case, the proposal shall have been rejected.
11. In the event that one or more Board members have a direct or indirect personal interest that conflicts with the interest of the Federation and the organisation connected with it, they shall not be authorised to participate in the discussion and the decision-making process. In the event that all Board



members have a direct or indirect personal interest that conflicts with the interest of the Federation and the business connected with it, the resolution shall be submitted to the General Assembly.

12. The Board may adopt resolutions without holding a meeting provided that all Board members have consented to this manner of adopting resolutions and the votes are cast in writing or by electronic means. Article 12 paragraphs 10 and 11 shall apply by analogy to the adoption of resolutions by the Board without holding a meeting.

REPRESENTATION

Article 13

1. The Board shall have the power to represent the Federation. The power to represent the Federation shall, in addition to the power of the Board, also be vested in:
 - a. the President acting jointly with another Board member;
 - b. the Secretary acting jointly with another Board member.
2. The Board may grant to one or more persons, whether or not employed by the Federation, general or restricted power to represent the Federation on a continuing basis. The Board may also grant a title to such persons such as Chief Executive Officer.

BOARD MEMBERS MISSING OR PREVENTED FROM ACTING

Article 14

In the event that one or more Board members are missing or are prevented from acting, the remaining Board members or the only remaining Board member shall temporarily be in charge of the management of the Federation. In the event that all Board members or the only Board member is missing or is prevented from acting, the Federation shall temporarily be managed by one or more persons which the Council designates for that purpose.

COUNCIL

Article 15

1. The Federation has a Council which shall consist of such number of Council members as the General Assembly may determine.
2. Council members must be natural persons.
3. Council members must be members of a legal entity that is a Full Member of the Federation.
4. Council members shall be appointed by the General Assembly by a method described in the By-Laws.
5. Additional provisions on the composition of the Council and the appointment



of Council members shall be laid down in the By-Laws.

TERM AND END OF OFFICE, RESIGNATION, SUSPENSION AND DISMISSAL OF COUNCIL MEMBERS

Article 16

1. A Council member shall end their term of office in accordance with a schedule determined by the General Assembly. Any amendment of the schedule may not require a Council member to resign against their will before the period for which they were appointed has expired. The term of office of a Council member shall end no later than at the end of the first General Assembly after two years have lapsed following their appointment. A Council member ending their term of office shall be eligible for re-election, on the understanding that no Council member may serve in the same role in the Council for more than six years and for more than twelve years in total.
2. The General Assembly may at any time suspend and dismiss a Council member. The Council may at any time suspend a Council member. The Board may at any time suspend a Council member.
3. If the General Assembly, the Council or the Board has suspended a Council member, within six months of the suspension taking effect the General Assembly shall resolve either to dismiss such Council member or to terminate the suspension. If the time period is not adhered to, the suspension shall lapse.

DUTIES, POWERS AND DECISION-MAKING OF THE COUNCIL

Article 17

1. Subject to the restrictions laid out in these Articles of Association, the Council shall be charged with providing advice to the Board and to the General Assembly and with such other tasks as the Council is charged under these Articles of Association and the By-Laws. The Council is not charged with supervision on the Board. In fulfilling their duties, Council members shall serve the interest of the Federation and the organisation connected with it.
2. The Council may adopt rules with respect to the matters concerning the Council. Such rules may not be inconsistent with the law, these Articles of Association or with the By-Laws or Administrative Manual.
3. The Council may set up such committees as it may reasonably deem necessary to the fulfilment of its duties. The Council shall determine the composition, duties, powers and working procedures of the committees.
4. The Council shall meet whenever a Council member or Board member considers appropriate.



5. A Council member may only be represented at a meeting by another Council member authorised in writing. The requirement of written authorisation shall be met if the authorisation has been recorded electronically.
6. Each Council member may participate in a meeting by electronic means of communication, provided that all Council members participating in the meeting can hear each other simultaneously. A Council member so participating shall be deemed to be present at the meeting.
7. Each Council member shall have one vote. All resolutions shall be adopted by a simple majority of votes cast in a meeting in which at least half of the Council members are present or represented. In the event of a tie vote, the Chair of the meeting has an additional casting vote, unless there are only two Council members in office. In such case, the proposal shall have been rejected.
8. The Council members will elect a Chair from among the Council members. This shall be done through anonymous ballots with a simple majority.
9. In the event that one or more Council members have a direct or indirect personal interest that conflicts with the interest of the Federation and the organisation connected with it, they shall not be authorised to participate in the discussion and decision-making process. In the event that all Council members have or the only Council member has a direct or indirect personal interest that conflicts with the interest of the Federation and the business connected with it, the resolution shall be submitted to the General Assembly.
10. The Council may adopt resolutions without holding a meeting provided that all Council members have consented to this manner of adopting resolutions and the votes are cast in writing or by electronic means. Article 17 paragraphs 7 and 9 shall apply by analogy to the adoption of resolutions by the Council without holding a meeting.

COUNCIL MEMBERS MISSING OR PREVENTED FROM ACTING

Article 18

In the event that one or more Council members are missing or are prevented from acting, the remaining Council members or the only remaining Council member shall temporarily be in charge of the tasks of the Council. In the event that all Council members or the only Council member is missing or is prevented from acting, the tasks of the Council shall temporarily be performed by one or more persons designated for that purpose by the General Assembly.

GENERAL ASSEMBLY

Article 19

1. The annual General Assembly shall be held within six months of the end of the financial year. The agenda for this meeting shall in any case include:



- a. the approval of the balance sheet and the statement of income and expenditure with explanatory notes;
- b. the consideration of the report of the committee, referred to in Article 24 paragraph 3;
- c. the appointment of the committee for the next financial year;
- d. the discharge from liabilities of the Board members for their management during the past financial year, as well as
- e. a review of the previous year's annual report.

Items a. to e. above need not be included on the agenda if the period for presenting the annual report has been extended by the General Assembly or if the agenda includes a proposal to that effect. The items referred to under b. and c. need not be included on the agenda if the balance sheet and the statement of income and expenditure with explanatory notes are audited by an auditor as referred to in Section 2:393 Subsection 1 of the Dutch Civil Code assigned by the General Assembly and if such an auditor reports on their audit to the Board and issues a certificate containing its results.

2. The Board shall convene a General Assembly whenever the Board considers appropriate or whenever required by law or these Articles of Association.

NOTICE

Article 20

1. Members shall be given notice of the General Assembly by the Board or a Board member.
2. Notice of a General Assembly shall be given by letter, sent to the addresses of the members most recently provided by them. With the consent of the member, notice may be given by a readable and reproducible electronic communication to the address given by them to the Federation for the purposes of such communication.
3. The notice of the meeting shall mention the matters to be discussed and the place and time of the General Assembly. The place of the General Assembly does not have to be in the Netherlands. Matters which have not been mentioned in the notice of meeting may be announced in the same manner with due observance of the notice period.
4. Notice of the meeting shall be given no later than one month prior to the date of the meeting.
5. The Board may resolve that a member entitled to vote may cast their vote electronically prior to the General Assembly. The Board must ensure that



these votes are recorded and inform the Chair of the General Assembly of these votes. A member entitled to vote who has cast their vote in this manner may not withdraw their vote. Nor may they vote again at the General Assembly.

CHAIR, SECRETARY AND MINUTES

Article 21

1. The President shall normally chair the General Assembly. The President may nominate another person to chair the General Assembly in their place even if they themselves are present at the meeting. If the President is absent and they have not nominated another person to preside over the meeting in their place, Board members present at the meeting shall appoint one of their number to be Chair. If all Board members are absent, the meeting shall appoint the Chair. The Chair of the General Assembly shall designate a Secretary to record the meeting.
2. The Secretary of the meeting shall record the minutes of all business transacted at the meeting. Minutes shall be adopted, and the evidence of such adoption be the application of the signature of the Chair and Secretary of the meeting.

RIGHTS AT THE MEETING

Article 22

1. All members, if not suspended, shall be authorised to attend the General Assembly and to address the General Assembly. Only Full Members have the right to vote. All Board and Council members, if not suspended, shall be authorised to attend the General Assembly and shall as such have an advisory vote at the General Assembly. A suspended member, a suspended Board member and a suspended Council member shall be authorised to attend the General Assembly at which the resolution to suspend them is to be discussed. They are allowed to address the General Assembly in respect of the proposed suspension.
2. Each member shall be authorised to attend the General Assembly, to address the General Assembly and to exercise the voting rights accruing to them in person or by proxy forms authorised in writing.
3. Each member shall be authorised to attend the General Assembly in person or by a proxy authorised in writing, to address the General Assembly and to exercise the voting rights accruing to it by electronic means of communication, if this is mentioned in the notice of the meeting. To do so, the member must be identifiable through the electronic means of communication and be able to directly observe the proceedings at the meeting and to exercise the voting



rights. A member so attending shall be deemed to be present or represented at the meeting. The persons giving notice of the meeting may set conditions for the use of the electronic means of communication. These conditions shall be mentioned in the notice of the meeting.

4. For the purposes of Article 22 paragraphs 2 and 3 the requirement of written form for the authorisation shall be met if the authorisation has been recorded electronically.
5. The Chair of the meeting shall decide on the admission of other persons to the General Assembly.

DELEGATES, VOTING RIGHTS AND ADOPTION OF RESOLUTIONS

Article 23

1. Full Members are entitled to send delegates to the General Assembly according to the number of their own members for which they have paid annual contributions to the Federation, according to the following scale:
 - a. Full Members with up to and including two hundred and fifty (250) members: one (1) delegate;
 - b. Full Members with a number of members from two hundred and fifty-one (251) up to and including five hundred (500) members: two (2) delegates;
 - c. Full Members with a number of members from five hundred and one (501) up to and including one thousand (1,000): three (3) delegates;
 - d. Full Members with a number of members from one thousand and one (1,001) up to and including two thousand (2,000): four (4) delegates;
 - e. Full Members with a number of members from two thousand and one (2,001) up to and including three thousand (3,000): five (5) delegates;
 - f. Full Members with a number of members exceeding three thousand (3,000): five (5) delegates plus one extra delegate for every thousand (1,000) members or fraction thereof on top of such three thousand (3,000) members.
2. Full Members may appoint alternate delegates.
3. Each Full Member, if not suspended, shall at the General Assembly have a number of votes, equal to the number of delegates of this Full Member. The votes shall be cast by the delegates of the Full Member. Individual delegates may vote independently of other delegates from the same Full Member, meaning that they do not have to vote in the same manner. Blank votes and invalid votes shall be regarded as not having been cast.
4. Unless the law or these Articles of Association require a larger majority, all resolutions shall be adopted by a simple majority of votes cast.
5. The Chair shall determine the manner of voting provided, however, that if any



person present who is entitled to vote so requires, voting in respect of the appointment, suspension and dismissal of persons shall take place by means of secret ballots.

6. In the event of a tied vote, the Chair of the General Assembly has a casting vote.
7. When determining to what extent the Full Members cast votes, are present or represented, no account shall be taken of Full Members who are not entitled to vote pursuant to the law or these Articles of Association.

FINANCIAL YEAR AND ANNUAL ACCOUNTS

Article 24

1. The financial year shall coincide with the calendar year.
2. Within six months of the end of the financial year, subject to an extension of such period by the General Assembly, the Board shall present an annual report on the work of the Federation during the preceding period. The Board shall submit the balance sheet and the statement of income and expenditure with explanatory notes to the General Assembly. These instruments shall be signed by all Board members; if the signature of one or more of them is lacking, this shall be disclosed, stating the reasons thereof. After expiration of such period each member may commence proceedings against the joint Board members for the enforcement of these obligations.
3. Annually, the General Meeting shall appoint a committee of not less than two members who may not form part of the Board. The committee shall examine the statement of income and expenditure with explanatory notes and shall report on its findings to the General Assembly. The Board must provide the committee with all information requested by it and show, if required, the cash and valuables and allow it to examine the books, documents and other data carriers of the Federation.
4. Article 24 paragraph 3 shall not be applicable if the balance sheet and the statement of income and expenditure with explanatory notes are audited by an auditor as referred to in Section 2:393 Subsection 1 of the Dutch Civil Code assigned by the General Assembly and if such auditor reports on their audit to the Board and issues a certificate containing the outcome of the audit.

AMENDMENT TO ARTICLES OF ASSOCIATION AND DISSOLUTION

Article 25

1. No amendment to these Articles of Association may be made except as pursuant to a resolution of the General Assembly, convened by a notice stating that an amendment to the Articles of Association will be proposed at the meeting. Notice of a General Assembly in which it is proposed to amend



these Articles of Association shall be given no less than three months prior to the date of the meeting. The notice must contain the literal text of the proposed amendment.

2. A resolution to amend the Articles of Association may only be adopted by at least a two-thirds majority of votes cast.
3. In order to be valid, an amendment to these Articles of Association requires a notarial deed intended for that purpose, executed before a civil law notary practicing in the Netherlands.
4. The Federation can only be dissolved by a resolution of the General Assembly.
5. Article 25 paragraph 1 shall apply by analogy to a resolution to dissolve the Federation.
6. A resolution to dissolve the Federation may only be adopted by a majority of at least seventy-five percent (75%) of the votes cast in a meeting in which at least sixty-five percent (65%) of the Full Members are present or represented.

LIQUIDATION

Article 26

1. If the Federation is dissolved pursuant to a resolution of the General Assembly, its assets shall be liquidated by the Board members, if and to the extent that the General Assembly shall not resolve otherwise.
2. The liquidation shall take place with due observance of the relevant provisions of title 1 of Book 2 of the Dutch Civil Code. During the liquidation period these Articles of Association shall, to the extent possible, remain in full force.
3. The surplus liquidation balance of the Federation shall be transferred to one or more organisations which are exempted from income tax in the United States of America pursuant to Section 501 (c) (3) and as referred to in Section 170 (c) (2) of the United States Internal Revenue Code, to be determined by the General Assembly.
4. After the Federation has ceased to exist, the books, records and other data carriers of the Federation shall remain in the custody of the person designated for that purpose by the liquidators for a period of seven years.

CONCLUSION

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

Subsequently 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/she] had taken cognisance of the



contents of the deed and agreed to them. The person appearing also declared that [he/she] agreed explicitly to the limited reading of the deed.

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, the Netherlands, on the date written at the beginning of this deed.