

European Dental Students' Association

# CONSTITUTION

24th August 2022



Unofficial translation of a deed of foundation. In this translation an attempt has been made to be as literal as possible without jeopardizing the overall continuity. Inevitably, differences may occur in translation, and if so, the Dutch version, which will be executed and deposited at the Trade Register, will prevail.

In this translation, Dutch legal concepts are expressed in English terms and not in their original Dutch terms. The concepts concerned may not be identical to concepts described by the English terms as such terms may be understood under the laws of other jurisdictions.

#### FOUNDATION OF AN ASSOCIATION

(European Dental Students' Association)

On this sixteenth day of April two thousand and twenty-one, the following person appeared before me, [REDACTED DUE TO GDPR], a civil law notary practising in [REDACTED DUE TO GDPR]:

[REDACTED DUE TO GDPR], born in [REDACTED DUE TO GDPR], the Netherlands, on the [REDACTED DUE TO GDPR], who in this matter has his address at [REDACTED DUE TO GDPR], working under the responsibility of me, civil law notary, for the purposes hereof acting as an attorney-in-fact duly authorized in writing to represent:

1. [REDACTED DUE TO GDPR], born on the [REDACTED DUE TO GDPR] in [REDACTED DUE TO GDPR] ([REDACTED DUE TO GDPR]), residing at [REDACTED DUE TO GDPR], according to his statement [REDACTED DUE TO GDPR] and not registered as a [REDACTED DUE TO GDPR], holder of a [REDACTED DUE TO GDPR] passport with number [REDACTED DUE TO GDPR], valid until [REDACTED DUE TO GDPR], hereinafter referred to as: the founder I;
- and
2. [REDACTED DUE TO GDPR] born on the [REDACTED DUE TO GDPR] in [REDACTED DUE TO GDPR] ([REDACTED DUE TO GDPR]), residing at [REDACTED DUE TO GDPR],

[REDACTED DUE TO GDPR] and not registered as a [REDACTED DUE TO GDPR], holder of a [REDACTED DUE TO GDPR] passport with number [REDACTED DUE TO GDPR], valid until the [REDACTED DUE TO GDPR], hereinafter referred to as: the founder II.

The person appearing, acting as aforesaid, hereby forms an association under Dutch law with full legal capacity, which is governed by the following constitution: CONSTITUTION

NAME AND SEAT

## ARTICLE 1.

1. The name of the association is: European Dental Students' Association. The association is also indicated with the acronym of "EDSA".
2. The association has full legal capacity.
3. The association has its official seat in the municipality of Amsterdam.
4. The administrative language of the association is English.

## FUNDAMENTAL PRINCIPLES

### ARTICLE 2.

The association is based on the following basic principles:

- a. Independence, implying the non-submission of the association to political parties, companies, state or religious organizations, or any other organizations which, because of their character, decrease the independence of the association or of its constituent bodies.
- b. Democracy, implying the respect for majority decisions, taken in accordance with the Constitution
- c. Respect for the general principles of international law.

## OBJECTIVES

### ARTICLE 3.

1. The objectives of the association are:
  - a. in general to promote the interests of dental students within the European region, acting as their regional association within Europe;
  - b. to encourage and promote exchange programmes within the European region among dental students;
  - c. to create a platform for the formulation and exchange of students' thoughts, proposals and innovations;
  - d. to facilitate a network which permits collaboration between European dental schools on prevention, global health and other student-led projects;
  - e. safeguard and protect the rights of the dental students; and
  - f. to promote oral health throughout Europe, and, furthermore, by using all other lawful means that are considered useful or necessary to achieve the association's objectives.
2. The association shall pursue its objectives by:
  - a. representing its members to the institutions of the European Union, and other European authorities and institutions;
  - b. establishing and developing relations with professional, academic authorities and associations;
  - c. promoting excellence in education and patient care;
  - d. promoting the high standards and harmonisation of undergraduate and postgraduate education;
  - e. promoting and supporting the interests of dental students;
  - f. promoting and supporting the development of member associations on a national and local level;
  - g. producing and distributing appropriate EDSA publications, scientific and otherwise;
  - h. h. developing and helping initiatives which concern the promotion of oral health, the union of the profession and the teaching of dentistry;

- i. promoting fellowship among its members and between dental students; and
  - j. encouraging discussions and debates between its members in a purpose of an association lead by democratic principles, and, furthermore, by using all other lawful means that are considered useful or necessary to achieve the association's objectives.
3. The efforts of the association are focused on the public benefit. The association has no profit motive.
  4. The association may not have more assets than necessary to pursue its objectives. For this reason the association's assets must remain limited.

## YEAR OF THE ASSOCIATION

### ARTICLE 4.

The year of the association starts from the first day of July up to and including the thirtieth day of June each calendar year.

## MEMBERSHIP

### ARTICLE 5.

1. Application for membership must be submitted to the board of directors. After approval by the board of directors, the general meeting decides on the admission of members by a simple majority of votes.

If the board of directors does not approve the admission of the candidate member as a member, the general meeting can still decide on the admission of members.

2. The board of directors shall keep a register in which the names and contact information of all members are recorded. Members are obliged to inform the board of directors immediately of any change of contact information and any change regarding the delegation of the member country.
3. The association has the following categories of members:
  - a. full members;
  - b. honorary lifetime members; and
  - c. alumni.

Any reference in this constitution to membership and members is as a reference to all categories of membership and members, except as otherwise stated.

Only full members are members within the meaning of the law.

## FULL MEMBERS

### ARTICLE 6.

Full members are national dental students' organizations, local dental students' organizations and local dental schools within the European region (defined as those countries included in the World Health Organization Regional Office for Europe) complying to one of the following conditions:

- a. a national association of dental students, which collectively represent the majority of dental students of the local associations at schools or faculties in a country;
- b. an organization representing a minority of dental students in a country in which no national dental organization exists, or where a larger national dental students' association in the country does not want to affiliate to the association; or
- c. local dental students' organizations in countries where no national dental students association exists. These individual local dental students' organizations are allowed to collectively apply to the association.



## HONORARY LIFETIME MEMBERS

### Article 7.

1. Honorary lifetime members are former members of the association, or other individuals who have been of exceptional and exemplary service to the association.
2. More detailed rules relating to the election as honorary lifetime member and their rights and obligations will be laid down in the rules of procedure.

## ALUMNI

### Article 8.

1. Alumni can be individuals who have been actively involved with the association, to ensure contact with the association. The alumni network is a platform engaged in the association's work, to help understand the association's past, present and future, and is therefore considered part of the association.
2. More detailed rules relating to the alumni and the alumni network will be laid down in the rules of procedure.

## MEMBERSHIP FEES

### Article 9.

1. The general meeting may decide that full members must pay a membership fee. They may be classified into categories for which different membership fees apply.
2. In exceptional circumstances the board of directors may grant a full or partial exemption from the obligation to pay the membership fee.
3. The general meeting decides to determine the amount of the membership fee or the calculus of the amount of the membership fee with a majority of three-fourths of the votes cast, after proposition by the treasurer.

## TERMINATION OF MEMBERSHIP, SUSPENSION

### Article 10.

1. Membership will terminate:
  - a. if a member dies, and in case of a legal entity: in the event of dissolution or if the legal entity cease to exist;
  - b. if a member resigns from membership;
  - c. if the association terminates a member's membership; and d. if a member is expelled.
2. A full member may resign from membership in writing only with effect from the end of the financial year of the association, by giving four (4) weeks' notice, provided that:
  - a. a member may resign from membership with immediate effect within one (1) month of the date on which the member is notified of a resolution to change the legal form of the association or to effect a merger, split-up or split-off;
  - b. a member may resign from membership with immediate effect within one (1) month of the date on which the member becomes aware of or is informed of a resolution resulting in a restriction of the member's rights or an increase in the member's obligations (other than financial obligations); in that case the resolution will not apply to this member.
3. Notice of termination of membership by the association is given by the board of

directors, except the honorary lifetime membership; notice of termination of honorary lifetime membership is given by the general meeting. Giving notice of termination of membership is possible if the member no longer meets the membership requirements, fails to meet the member's obligations to the association, or if the association cannot reasonably be expected to allow membership to continue. Notice of termination of membership as referred to in this paragraph takes immediate effect.

4. If notice of resignation is given in contravention of the provisions of paragraph 2 of this article, membership will terminate with effect from the earliest possible date following the date for which notice has been given.
5. A resolution to expel a member is passed by the general meeting. Members may be expelled only if they act in contravention with the constitution, rules of procedure, standing orders or resolutions of the association, or unreasonably prejudices the association. In case of expulsion membership terminates with immediate effect.
6. If membership ends in the course of a financial year of the association, the annual membership fee for that year will remain due in full.
7. The board of directors may pass a resolution to suspend a member. If no resolution is passed on the termination of membership of a suspended member within three (3) months of the suspension, the suspension will end on expiry of that period.

Article 11.

1. The board of directors shall consist (preferably) of a president, a general secretary, a treasurer, a vice-president of internal affairs, a vice-president of external affairs, a treasurer, a vice-president of public relations, a community manager and a president elect.

If anyone from the board of directors will be appointed as the president elect, they hold their previous position within the board of directors and their position as president elect at the same time.

Only the following persons can be appointed as member of the board of directors:

- individuals who are at the moment of their election member of a full member of the association and also a dental student in an undergraduate or postgraduate program;
- individuals who have graduated up to one (1) calendar year prior to the time of their election, provided they are member of a full member of the association.

A maximum of two (2) members of the board of directors may have their origin in the same country, unless the general meeting decides otherwise at the time of the election.

2. The general meeting appoints the members of the board of directors during the annual meeting, from those who have applied as candidates and meet the requirements as mentioned in paragraph 1.

Members of the board of directors are appointed in their specific position within the board of directors.

3. Every year, ninety (90) days before the annual meeting, the board of directors issues a call for applications as member of the board of directors. Anyone wishing to run for a position in the board of directors must submit an application letter, including a curriculum vitae, to the board of directors, at least three (3) weeks before the annual meeting. At least one (1) week before the meeting, the board of directors distribute the list with candidates for the board of directors to all delegates.

4. By way of derogation from paragraph 2, the president elect shall be appointed in a general meeting to be held in spring. The provisions in paragraph 3 are applicable. By way of derogation from paragraph 2, the president elect is the president of the association as of the annual meeting.
5. Anyone else who meets the requirements as mentioned in paragraph 1 may apply as a member of the board of directors directly during the general meeting without prior notice. The general meeting needs to approve these applications, before the election of the board of directors takes place.
6. All voting on matters concerning persons will be by ballot, unless the General meeting decides to vote by acclamation.
7. The General Meeting appoints the Board of Directors by simple majority election (more than 50% of the cast votes) between candidates for each position. If no candidate receives a simple majority, then the following vote has to be held without the candidate who secured the smallest number of votes. If two candidates have secured the same smallest number of votes, lots will be drawn to decide which of them could pursue the following vote.  
Votes continue until a candidate secured the simple majority.  
If the votes are equally divided in a vote between two (2) candidates, lots will be drawn to decide which of them has been elected

## TERM. RETIREMENT. SUSPENSION

### Article 12.

8. Every member of the board of directors, except the president elect, retire from office at the annual meeting following his appointment. Resigning members of the board of directors can apply again for being elected as member of the board of directors, according to article 11.
9. If a member of the board of directors decides to resign before the annual meeting, the board of directors can appoint an individual to take over the position. A person elected to fill a vacancy retires at the following annual meeting. If the president decides to resign before the annual meeting, their position shall be taken over by the general secretary, treasurer or the vice-president of internal affairs, in the indicated order.
10. A member of the board of directors retires from office:
  - by their death;
  - by written notice;
  - if they lose the right to dispose of his personal assets; and
  - on the expiry of the term of office for which they were elected.
11. If a member of the board of directors is absent or unable to act, the other members of the board of directors remain in charge of the management of the association. If one or more members of the board of directors are absent, the remaining members of the board of directors or the only remaining member of the board of directors will be a legally constituted board.
12. Each member of the board of directors, may be suspended or removed from office by the general meeting or the supervisory board at any time, even if they have been elected for a fixed period. If no resolution is passed on the removal from office of a suspended member of the board of directors within three (3) months of the suspension, the suspension will end on expiry of that period.

Article 13.

1. The board of directors shall hold a meeting at least three (3) times in a calendar year and whenever this is necessary pursuant to this constitution or considered desirable by the president or one of the other members of the board of directors.
2. Resolutions may be passed at a meeting only if at least five (5) members of the board of directors are present or represented. Each member of the board of directors has one (1) vote. A member of the board of directors may be represented at a meeting by another member of the board of directors holding a written proxy.

The board of directors may also pass resolutions without holding a meeting (in writing), provided that all the members of the board of directors have been given the opportunity (at least forty-eight (48) hours before) to express their views on the resolutions in writing, including by electronic means of communication.

3. All resolutions by the board of directors must be passed by an absolute majority of votes.
4. The president will preside over the meetings of the board of directors. The general secretary shall take minutes of the proceedings at each meeting. The president and the general secretary sign the minutes as a true and accurate record after approval by the board of directors.
5. The opinion expressed at the meeting by the president regarding the result of a vote is decisive. The same applies to the content of a resolution that has been passed insofar as the motion voted on was not recorded in writing. However, if the correctness of this opinion is disputed immediately after it is expressed, a new vote will be taken if so required by the majority of the meeting or – if the original vote was not taken by roll call or by ballot – by one (1) person who is present and entitled to vote. The legal consequences of the original vote will become null and void as a result of such a new vote.

DUTIES AND POWERS OF THE BOARD OF DIRECTORS

Article 14.

1. The board of directors is charged with the management of the association.
2. The general meeting appoints six (6) officers: the Policy Officer, the Mobility Officer, the Research Officer, the Prevention Officer, the Training Officer, and the Volunteer Work Officer. The procedure of the appointment and removal of the officers will be determined in the rules of procedure.
3. The board of directors may delegate one or more of its powers to others, which powers must be clearly specified. The party exercising such delegated powers will act in the name of and on the responsibility of the board of directors.
4. The association may accept inheritances only under benefit of inventory.
5. The board of directors is, after approval of the general meeting, entitled to pass resolutions to enter into agreements for the acquisition, disposal and encumbrance of property subject to compulsory registration, and to enter into agreements by which the association binds itself as surety, guarantor or joint and several debtor, warrants performance by a third party or undertakes to provide security for a debt of another party.
6. The board of directors shall prepare a plan of activities and the accompanying budget each year, before a date to be determined by the general meeting, and submit these documents to the general meeting for approval.
7. The board of directors needs the prior authorization or approval by the general meeting to enter into obligations and/or incur expenditure, if such an obligation and/or expenditure is not included in the approved plan of activities as mentioned in paragraph 6, or if the amount of the obligation and/or expenditure exceeds the amount which is included in the associated budget.
8. Without prejudice to paragraph 7, the general meeting may require resolutions of the board of directors to be subject to its authorization or approval, provided that these resolutions shall be clearly specified and notified in writing to the board of directors.
9. A member of the board of directors does not receive any reward. The board of directors may decide to grant to a member of the board of directors a remuneration for the expenses, (within reason) incurred by them in their position as member of the board of directors.



## REPRESENTATION

### Article 15.

1. The association is represented by the board of directors. The association may also be represented by the president and one (1) of the other members of the board of directors acting together.
2. The board of directors may decide to grant power of attorney to one or more members of the board of directors and to third parties to represent the association within the limits of the power of attorney. The board of directors may also decide to confer a title on holders of a power of attorney.
3. The board of directors shall notify the trade register of the grant of any power of attorney to represent the association on a continuing basis.
4. If the interests of one of the members of the board of directors or one of the members of the supervisory board conflicts with the interests of the association, the board of directors may nevertheless represent the association, except if the general meeting designates one or more persons for that purpose.

## MANAGEMENT REPORT - STATEMENT OF ACCOUNTS

### Article 16.

1. The financial year is equal to the year of the association.
2. The board of directors is obliged to keep such records of the association's financial position and of everything relating to the activities of the association, in a manner appropriate to those activities, and to keep the corresponding books, documents and other data carriers in such a manner as to ensure that the association's rights and obligations can be ascertained at any time.
3. At a general meeting to be held within six (6) months of the end of the financial year of the association, unless the general meeting extends this period, the board of directors shall present a management report on the affairs of the association and the policies pursued. The board of directors shall present the balance sheet and the statement of income and expenditure with accompanying notes to the general meeting for approval. These documents must be signed by the members of the board of directors and the members of the supervisory board. If the signature of one or more of them is missing, this must be noted along with the reason. After the expiry of the aforesaid period, each of the members of the board of directors may request the court to order the joint members of the board of directors to meet these obligations.
4. The board of directors is obliged to retain the books, documents and other data carriers referred to in paragraphs 1 and 2 for a period of seven (7) years.

Article 17.

1. A general meeting – the annual meeting – will be held each year within six (6) months of the end of the financial year of the association.

The matters to be considered at the annual meeting include the following:

- a. the management report and the statement of accounts referred to in article 16, as well as the plan of activities and the accompanying budget for the next financial year of the association;
  - b. the filling of any vacancies; and
  - c. motions proposed by the board of directors or the members, as announced in the notice of the meeting.
2. Other general meetings will be held whenever considered desirable by the board of directors. Besides the annual meeting, at least one (1) general meeting will be held each year.
  3. Moreover, the board of directors is obliged to convene a general meeting at the written request of at least such a number of delegates as are entitled to cast ten per cent of the votes, which general meeting must be held within four (4) weeks of the request.
    - a. If the request is not complied with within fourteen (14) days, the members requesting the meeting may convene a general meeting themselves in accordance with the provisions of article 18.
  4. General meetings are held at a place and date determined by the board of directors. General meetings can be held in The Netherlands or in another country, provided that all delegates are reasonably offered the opportunity to attend the general meeting.

CONVOCAÇÃO DE E ADMISSÃO ÀS REUNIÕES GERAIS. DECISÃO-  
MAKING

Article 18.

1. The general meetings are convened by the board of directors. Written notices of meeting will be sent to the delegates addresses recorded in the members' register. A minimum of sixty (60) days' notice must be given of a general meeting, not counting the day on which the notice is given and the day of the meeting.

Notice of a general meeting may also be sent by electronic means of communication, in the form of a message that is capable of being read and reproduced, to each delegate who agrees thereto; such notice will be sent to the address notified by the member to the association for that purpose.

2. The notice of meeting includes the agenda for the meeting. If the board of directors has decided to set conditions for the use of the electronic means of communication that may be used to participate in the general meeting, these conditions will be stated in the notice of meeting.

3. The general meeting is open to:

- the board of directors;
- the officers as mentioned in article 14 paragraph 2;
- the supervisory board;
- all delegates of non-suspended full members; and
- observers, being members of one of the member-organizations or members of non-member-organizations or non-member-faculties, who have the right to attend to the general meeting and speak during the general meeting if they have the prior approval of the general meeting.

The general meeting will decide on the admission of persons other than those referred to above. They are allowed to speak during the general meeting, if the chair of the general meeting give them the right to speak during the general meeting.

4. The board of directors may decide that a delegate may participate in, address and vote

at the general meeting, either in person or through someone holding a written proxy, by using an electronic means of communication. The person who is entitled to vote bears the risk of using an electronic means of communication.

5. For the purposes of paragraph 4, the electronic means of communication must allow the identity of the person who is entitled to vote to be established and must enable the person who is entitled to vote to follow the proceedings at the meeting in real time and to exercise the voting right. The board of directors may set conditions for the use of the electronic means of communication. If the board of directors decides to set such conditions, these will be stated in the notice of meeting.
6. The board of directors may decide that a delegate may cast their votes by electronic means of communication prior to the general meeting. Only those who are registered as delegates in the association's members' register at the time specified in the notice of the general meeting are entitled to cast their vote in this manner. Votes may be cast in this manner only after notice has been given of a general meeting, but in no event earlier than the fourteenth day prior to the day of the meeting and in no event later than the day prior to the day of the meeting.

The board of directors shall ensure that these votes are recorded and shall inform the chair of the general meeting of the votes cast.

Delegates who have voted in this manner, may not withdraw their vote and may not vote again at the general meeting. If delegates who have voted in this manner are no longer delegates at the time of the general meeting, their vote will be deemed not to have been cast.

7. The board of directors may decide that the delegates, or their proxies, must sign an attendance list and state their name before being admitted to the general meeting. In the case of a proxy, the name of the person represented by the proxy must also be stated.

## VOTING RIGHT AND DECISION-MAKING

### Article 19.

1. All delegates from non-suspended full members and the board of directors have the right to vote at meetings. Each delegate may cast one (1) vote. The board of directors

- may jointly cast one (1) vote.
- a. Votes cast by electronic means of communication prior to the general meeting are equivalent to votes cast during the meeting.
  - b. Each delegate may arrange for their vote to be cast by another delegate holding a written proxy. A proxy granted by electronic means of communication is equivalent to a written proxy.
2. Resolutions can only be passed if at least fifty (50) percent of the delegates are present or represented at the general meeting and at least four (4) members of the board of directors are present at the general meeting.
  3. If during the general meeting it is verified that the quorum set out in paragraph 2 has not been reached, the general meeting will hold a second general meeting after at least fourteen (14) days after the first general meeting, but within three (3) months after the first general meeting. During the second general meeting, resolutions can be taken irrespective of the number of delegates and members of the board of directors present or represented.
  4. Resolutions are passed by an absolute majority of the valid votes cast (majority of the votes cast, without taking into account the blank votes), except as otherwise provided in this constitution.
    - a. Blank votes are treated as abstentions. No resolution can be passed if more than fifty (50) percent of the votes cast are blank.
  5. If the votes on a motion not concerning an appointment of persons are equally divided, the motion is rejected.
  6. All voting on matters concerning persons will be by ballot, unless the general meeting decides to vote by acclamation.
    - a. If none of the candidates receives an absolute majority in case of a vote on election of persons, a second vote will be taken (between the nominated candidates).
    - b. If none of the candidate receives an absolute majority in such a second vote either, revotes will be taken in the general meeting either until one (1) candidate secures an absolute majority of votes or until the vote is between two (2) candidates and the votes are equally divided.
    - c. The aforesaid revotes (not including the second vote) will be held between

the candidates voted on in the preceding vote with the exception of the candidate who secured the smallest number of votes in the preceding vote.

- d. If the smallest number of votes in the preceding vote was received by more than one (1) candidate, lots will be drawn to decide which of those candidates may not participate in the new vote.
  - e. If the votes are equally divided in a vote between two (2) candidates, lots will be drawn to decide which of them has been elected.
7. A unanimous resolution passed by all delegates, even if they are not assembled at a meeting, has the same effect as a resolution of the general meeting, on condition that it is passed with the prior knowledge of the board of directors.
  8. The opinion expressed at the general meeting by the chair that the meeting has passed a resolution is decisive. The same applies to the content of a resolution that has been passed insofar as the motion voted on was not recorded in writing.
  9. However, if the correctness of this opinion is disputed immediately after it is expressed, a new vote will be taken if so required by the majority of the meeting or – if the original vote was not taken by roll call or by ballot – by one (1) person who is present and entitled to vote. The legal consequences of the original vote will become null and void as a result of such a new vote.

## DELEGATES

### Article 20.

1. Full members of every country in the European region (those countries included in the World Health Organization Regional Office for Europe) appoint one (1) dental student as official national delegate, in this constitution referred to as: delegate.
2. Delegates will be introduced in writing to the board of directors. The board of directors will be notified of every change with regard to a delegate. Delegates should always be members of a full member who is fulfilling its financial obligations towards the association.
3. If several organizations from a country in the Europe region are full members of the association, these full members jointly appoint one (1) dental student as a delegate on behalf of that country. If no agreement is reached between the full member-organizations from the country concerned, the supervisory board will decide who the delegate is on behalf of the country concerned.
4. Members of the board of directors, officers and members of the supervisory board cannot be delegates of a full member or full members.



## CHAIR - MINUTES

### Article 21.

1. General meetings are chaired by the chairman of the meeting committee. If the chairman of the meeting committee is absent, the meeting will be chaired by one of the other members of the meeting committee.
2. The proceedings at each meeting are recorded in minutes taken by or on behalf of the general secretary of the association, which minutes will be signed as a true and accurate record by the chair of the general meeting and the general secretary after they have been approved by the general meeting. The members will be notified of the content of the minutes.

Any attendance list signed at the meeting does not form part of the minutes.

3. If a meeting is convened at the request of members in accordance with the provisions of article 18 paragraph 3 of this constitution, the parties requesting the meeting may instruct others than members of the meeting committee to chair the meeting and may instruct another than the general secretary to take the minutes.
4. The general meeting is authorized to adopt further regulations with regard to the functioning of the meeting committee.

## COMMITTEE OF DELEGATES

### Article 22.

1. During every general meeting, the general meeting may decide to have a closed session, in which closed session only the members of the committee of delegates are present.
2. The regulations, duties and powers of the committee of delegates are regulated by the rules of procedure.

## SUPERVISORY BOARD

### Article 23.

1. The association has a supervisory board consisting of three (3) natural persons. The general meeting shall appoint one of them as chairman. Members of the supervisory board must have been a member of the board of directors, officer or delegate within five (5) years before their appointment. Current members of the board of directors or officers are not eligible for appointment as a member of the supervisory board.
2. Members of the supervisory board will be appointed as follows:
  - a. the board of directors appoints one (1) member;
  - b. the general meeting appoints one (1) member with an absolute majority of votes cast; candidates can apply for being appointed as member of the supervisory board during the general meeting; and
  - c. the supervisory board appoints one (1) member.
3. Applications as mentioned in paragraph 2 sub b need to be accompanied with a curriculum vitae and an oral presentation.
4. Members of the supervisory board shall be appointed for a term with a maximum of two (2) years. Members of the supervisory board may not be reappointed.
5. A member of the supervisory board may be suspended or removed from office by the general meeting with a majority of two-thirds of the votes cast. A member of the supervisory board retires:
  - a. by their death;
  - b. by their written notice;
  - c. if they lose the right to dispose of his personal assets; and d.  
on the expiry of the term for which they were elected.
6. After the retirement of a member of the supervisory board, the appointment of a new member of the supervisory board takes place at the following meeting of the board of directors, the following general meeting or the following meeting of the supervisory board, depending on which body is authorized to appoint the member of the supervisory board, according to paragraph 2.

## DUTIES OF THE SUPERVISORY BOARD

### Article 24.

1. Without prejudice to the other provisions in this constitution, the supervisory board has as its task:
  - a. the supervision of the policy of the board of directors and the general course of affairs of the association and the connected enterprise;
  - b. to advise the general meeting, the board of directors and the officers
2. The board of directors shall provide the supervisory board in time with all the information necessary for the performance of its duties and powers and provides, upon request of one of the members of the supervisory board, all information regarding the affairs of the association. The supervisory board is authorized to inspect the books, documents and correspondence of the association; each member of the supervisory board has free access to the premises and goods of the association.
3. The supervisory board is authorized to ask for advice at the expense of the association in order to carry out its task effectively and in the interests of the organization.
4. Members of the supervisory board shall carry out their tasks without instruction from or consultation with others. When carrying out their task, the members of the supervisory board base their actions on the interest of the association, the connected enterprise, and taking into account the special social responsibility of the organization.
5. The supervisory board presents a summary of their achievements during every general meeting.
6. One of the members of the supervisory board needs to be present at each general meeting.

DECISION-MAKING, VOTING RIGHT AND CONFLICT OF INTERESTS OF THE SUPERVISORY BOARD

Article 25

1. The supervisory board passes resolutions with an absolute majority of the votes cast. In the absence of two (2) members of the supervisory board, no legally valid resolutions can be passed.
2. Each member of the board of directors is authorized to cast one (1) vote. Blank votes are treated as abstentions. In the votes are equally divided, the chairman of the supervisory board decide the matter.
3. The supervisory board may also pass resolutions without holding a meeting (in writing), provided that all the members of the supervisory board have been given the opportunity to express their views on the resolution in writing. In writing means also messages by electronic means of communication.
4. A member of the supervisory board does not take part in the deliberations of the supervisory board and will abstain from voting on a resolution of the supervisory board if they have a direct or indirect personal interest to the subject of the resolution, which interest conflicts with the interest of the association. The member of the supervisory board does still have the right to attend the relevant meeting of the supervisory board, on the understanding that they are not taken into account to determine the number of members of the supervisory board present or represented with regard to the relevant resolution.
5. If only one (1) member of the supervisory board is in office, this member of the supervisory board shall still have all rights and obligations assigned to the supervisory board and their chairman under or by virtue of this constitution.
6. In the case of absence or other engagements of all members of the supervisory board, the powers and duties, which this constitution assigns to the supervisory board, shall fall to the general meeting.

Article 26.

The general meeting shall indemnify and hold harmless each (former) member of the board of directors and each (former) officer from claims and liabilities as a result of alleged acts or omissions during their term of office and shall reimburse such (former) member of the board of directors and such (former) officer for all legal expenses reasonably incurred by them in connection with defending against such alleged claims or liabilities, provided that no (former) member of the board of directors or (former) officer shall be indemnified for any expenses incurred in defending against such claims or liabilities resulting from their own negligence or willful misconduct.

## COMMITTEES

### Article 27.

1. The board of directors may establish and disband one or several committees.
2. The board of directors defines the duties and powers of the committees.
3. The board of directors appoints and removes the members of the committees, either from its number or otherwise.
4. The board of directors is authorized to determine rules governing the functioning of one or more committees.

## RULES OF PROCEDURE

### Article 28.

1. Matters requiring further regulation may be regulated by rules of procedure. Rules of procedure may not contain provisions that are contrary to the law or this constitution.
2. The rules of procedure are adopted and amended by the general meeting. The provisions of the following two articles relating to amendments to the constitution apply by analogy to the adoption of and any amendments to the rules of procedure.



AMENDMENTS TO THE CONSTITUTION, MERGER, SPLIT-UP AND SPLIT-OFF Article 29.

1. The constitution of the association may be amended only by a resolution passed by the general meeting convened by means of a notice stating that a motion to amend the constitution will be considered at that meeting.
2. A copy of the motion, containing the exact wording of the proposed amendment, must be available at an appropriate location for inspection by the delegates at least sixty (60) days before the day of the general meeting until the end of the day on which the meeting is held.
3. A resolution to amend the constitution may be passed only by a majority of at least three-fourth of the valid votes cast.

Article 19 paragraphs 2 and 3 applies to a general meeting at which a motion to amend the constitution is considered.

4. The provisions of this article apply by analogy to a resolution to effect a merger, a legal split-up or a legal split-off.

Article 30.

The provisions of article 29 do not apply if all those who are entitled to vote are present at the general meeting and the resolution to amend the constitution is passed by unanimous vote.

Article 31.

The amendment to the constitution becomes effective only after it has been recorded in a notarial deed. Each member of the board of directors is individually entitled to arrange for such notarial deed to be executed.

Article 32.

1. 1. The association may be dissolved by a resolution passed by the general meeting.

A resolution to dissolve the association must be passed by a majority of three-fourth of the votes cast in a general meeting where at least three-fourth of the delegates are present or represented.

The provisions of articles 29 paragraph 1 and 2 and article 30 apply by analogy.

2. After its dissolution, the association will continue to exist insofar as this is necessary for the liquidation of its assets.

The words 'in liquidatie' (in liquidation) must be added to the association's name in documents and notices issued by the association. The liquidation will end when there are no longer any assets of which the liquidators are aware.

3. The members of the board of directors will be the liquidators of the association's assets. The provisions relating to election, suspension, removal from office and supervision of members of the board of directors remain applicable to them. The other provisions of this constitution also remain in force as far as possible during the liquidation.

4. The surplus on winding up will be applied for a public benefit organization (ANBI) with similar objectives as the association or a foreign organization whose objectives are similar and exclusively or almost exclusively focused on the public benefit, determined by the general meeting.

5. After the liquidation, the books and documents of the dissolved association will remain in the custody of the person designated for that purpose by the general meeting, for a period of seven (7) years.

FINAL PROVISION

Article 33.

The board of directors has all powers within the association that are not conferred upon other governing bodies by law or this constitution.

## TRANSITIONAL PROVISION

### Article 34.

In derogation of the provisions in article 11 paragraph 2 and article 23 paragraph 2, the members of the board of directors and the members of the supervisory board will be appointed for the first time by the execution of this deed. The first financial year of the association shall run up to and including the thirtieth day of June two thousand and twenty-one.

## FINAL STATEMENTS

Finally, the person appearing declared the following:

1. to implement the provisions in article 34, the following persons are appointed as the first members of the board of directors:
  - a. [REDACTED DUE TO GDPR], born on the [REDACTED DUE TO GDPR] in [REDACTED DUE TO GDPR] ([REDACTED DUE TO GDPR]) as president;
  - b. [REDACTED DUE TO GDPR], born on the [REDACTED DUE TO GDPR] in [REDACTED DUE TO GDPR] ([REDACTED DUE TO GDPR]) as vice-president of external affairs;
  - c. [REDACTED DUE TO GDPR], born on the [REDACTED DUE TO GDPR] in [REDACTED DUE TO GDPR] ([REDACTED DUE TO GDPR]), as vice-president of internal affairs;
  - d. [REDACTED DUE TO GDPR], born on the [REDACTED DUE TO GDPR] in [REDACTED DUE TO GDPR] ([REDACTED DUE TO GDPR]), as general secretary;
  - e. [REDACTED DUE TO GDPR], born on the [REDACTED DUE TO GDPR] in [REDACTED DUE TO GDPR] ([REDACTED DUE TO GDPR]), as treasurer;
  - f. [REDACTED DUE TO GDPR], born on the [REDACTED DUE TO GDPR] in [REDACTED DUE TO GDPR] ([REDACTED DUE TO GDPR]), as vice-president of public relations; and
  - g. [REDACTED DUE TO GDPR], born on the [REDACTED DUE TO GDPR] in [REDACTED DUE TO GDPR] ([REDACTED DUE TO GDPR]), as community-manager.
2. to implement the provisions in article 34, the following persons are appointed as the

first members of the supervisory board:

- a. [REDACTED DUE TO GDPR], born on the [REDACTED DUE TO GDPR] in [REDACTED DUE TO GDPR] ([REDACTED DUE TO GDPR]), as member of the supervisory board, deemed to have been appointed by the board of directors;
- b. [REDACTED DUE TO GDPR], born on the [REDACTED DUE TO GDPR] in [REDACTED DUE TO GDPR] ([REDACTED DUE TO GDPR]), as member of the supervisory board, deemed to have been appointed by the general meeting; and
- c. [REDACTED DUE TO GDPR], born on the [REDACTED DUE TO GDPR] in [REDACTED DUE TO GDPR] ([REDACTED DUE TO GDPR]), as member of the supervisory board, deemed to have been appointed by the supervisory board.

3. the first full members of the association are:

- a. the association organized and existing under the laws of France: [REDACTED DUE TO GDPR], with its registered office and principal place of business in [REDACTED DUE TO GDPR]; and
- b. the association organized and existing under the laws of Slovakia: [REDACTED DUE TO GDPR], with its registered office and principal place of business in [REDACTED DUE TO GDPR], registered with the trade register under number: [REDACTED DUE TO GDPR].

#### POWERS OF ATTORNEY

The powers of attorney are evidenced by two (2) non-notarial instruments ./. constituting power of attorney, which shall be appended to this deed.

## CONCLUDING STATEMENT

The identity of the person appearing is known to me, civil law notary. Furthermore, I, civil law notary, summarized and explained the content of this deed to the person appearing and advised him of the consequences ensuing from the content of the deed.

The person appearing declared that he had taken note of the content of this deed and that he agreed thereto. The person appearing also expressly declared that he agreed to the deed being read out in part.

Immediately following a partial reading, the deed was signed by the person appearing and by me, civil law notary.

This deed was executed in Utrecht on the date first above written.

## Version Control

	<b>Document Name</b>	<i>EDSA Deed of Foundation</i>
	<b>Version Reference</b>	<i>Final</i>
	<b>Document Owner</b>	<i>Vice-President of Internal Affairs</i>
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