

This document is an unofficial English translation of a document prepared in Dutch. In preparing this document, an attempt has been made to translate as literally as possible without jeopardising the overall continuity of the text. Inevitably, however, differences may occur in translation and if they do, the Dutch text will govern by law. 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.

**DEED OF AMENDMENT OF ARTICLES OF ASSOCIATION**  
European Midwives Association

This day, the twenty-third day of August two thousand eleven, appears before me, Ms. Harriët van Zenderen, civil-law notary in Utrecht, the Netherlands:

Ms. **Grietje Cornelia van Driel**, born on the fifth day of November nineteen hundred sixty-one in Papendrecht, residing at 1328 CB Almere, Thérèse Schwartzestraat 71, married, holder of a passport with number NSPR4RLJ2.

The person appearing declares:

- ./.
1. On the twenty-fifth day of September two thousand ten, the general meeting of the association with full legal capacity organised under the laws of the Netherlands: **European Midwives Association**, with corporate seat in the municipality of Bilthoven, the Netherlands, and office address at 3528 BL Utrecht, the Netherlands, Mercatorlaan 1200, registered with the trade register under file number 30200555, hereinafter also referred to as: "EMA", resolved to amend the articles of association of EMA and to authorise the person appearing to execute the deed of amendment of articles of association of EMA, as appears from an extract of the minutes of the general meeting, which is attached to this deed.
  2. EMA was incorporated by deed, executed on the sixteenth day of December two thousand four before Ms. Harriët van Zenderen, civil-law notary in Utrecht, the Netherlands. The articles of association of EMA have not been amended after its incorporation.

Pursuant to the aforementioned resolutions the person appearing declares that she hereby amends the articles of association of EMA such that these shall read in full as follows:

**ARTICLES OF ASSOCIATION**

NAME AND SEAT

Article 1

1. The name of the association is: European Midwives Association.

2. The abbreviated name of the association is: EMA.

The association will hereinafter in these articles of association be referred to as: "EMA".

3. EMA has its domicile at the municipality of Utrecht, the Netherlands.

#### LANGUAGE

##### Article 2

The official language of EMA is English.

#### VISION

##### Article 3

1. EMA has the aim to promote women's general and reproductive health in the European Union (EU), the European Economic Area (EEA) and EU candidate countries.
2. EMA shall strengthen the status and the practice of the midwifery profession.
3. EMA will act as a liaison with the EU, the Council of Europe and other institutions at European level.

#### OBJECTS

##### Article 4

The objects of EMA are:

1. to promote women's general and reproductive health by disseminating best practice and advancing all aspects of midwifery. This can be achieved through establishing and maintaining the highest attainable standard of midwifery research, practice and education in the EU and wider Europe;
2. to influence the development and the implementation of EU wide legislation on midwifery education and practice;
3. to position midwives and midwifery as central in the formulation of social health policy and all other relevant policies and its implementation in the EU and wider Europe;
4. to support all members of EMA; to communicate and co-operate with women's groups, lay groups and other professional groups and organisations representing health care professions in the EU and wider Europe;
5. to disseminate current midwifery knowledge, in order to inform midwifery associations and European institutions;
6. to maximise the representation and influence of EMA in the EU and at European level; and
7. to lobby and advocate on issues relating to general and reproductive health of women in the European population and to promote equity and equal access to high-quality maternity services in the EU and wider Europe.

#### MEMBERS

##### Article 5

1. EMA has:
  - a. full members: full members of EMA are midwifery organisations within the member states of the EU, the EEA and EU candidate countries, legally established in accordance with the laws and customs of their country of origin, which are admitted as such by the executive board;
  - b. associated members: associated members of EMA are midwifery organisations

- within those countries of the Europe that are not eligible for full membership, legally established in accordance with the laws and customs of their country of origin which are admitted as such by the executive board;
- c. supporting partners: supporting partners of EMA are individuals or representatives of organisations who are annually admitted as such by the executive board.
2. Wherever reference is made to members in these articles of association, this shall be understood to refer to full members as well as to associated members and supporting partners, unless it is explicitly stated otherwise or the opposite appears from the context.
  3. All full members are assigned by the executive board to divisions, of which the number and the geographic borders, which are basically equal to the national frontiers of member states of the EU, the EEA and EU candidate countries, are determined by the executive board. Each full member is basically assigned to the division representing the member state or country in accordance to which laws and customs it was legally established.
  4. Divisions are organisational units within EMA, which do not have legal personality as such, to which all full members are assigned by the executive board.  
The objects of the divisions are equal to those of EMA, however limited to the area in which the full members of the division are operational.
  5. The purpose of the assignment of the full members to the divisions is to procure that in the general meeting each division, representing the full members operating in a member state of the EU, of the EEA or in a EU candidate country, can cast one vote only, even if more than one full member is assigned to the relevant division.
  6. The executive board shall keep a register of members listing the names, addresses, e-mail addresses, telephone numbers and fax numbers of all the members and their delegates as referred to in the next two paragraphs, also showing to which category of membership and to which division the member belongs. Every member shall be obliged to state its address, the address of its delegate or delegates as referred to in the next two paragraphs, its e-mail address, the e-mail address of its delegate or delegates as referred to in the next two paragraphs, and also any changes therein to the executive board immediately in writing or electronically. Furthermore each full member is obliged to state the name, address, e-mail address, telephone number and fax number of the full-delegate appointed as the person to cast one vote on behalf of all the non-suspended full members of a division as referred to in paragraph 12, and also any changes therein, to the executive board immediately in writing or electronically.  
If a person with whom communication is made agrees to this, written statements to and from EMA may be made by means of a legible and reproducible message sent electronically to the address that has been made known by EMA to the person with whom the communication is made for this purpose and by the person with whom the communication is made to EMA, hereinafter referred to as: "electronically".
  7. Full members are entitled to attend the general meetings, to deliberate on all issues and have, by means of their division, a right to vote in the general meetings, subject to the provision of paragraphs 5, 11 and 12. Each full member shall be represented at the

general meeting by one or a maximum of two delegates, duly appointed as such by the full member, hereinafter referred to as: the "full-delegate" or the "full-delegates". Each full member is obliged to immediately inform the executive board in writing or electronically regarding the appointment, the name, the address and the e-mail address of its full-delegate or full-delegates and regarding any change in respect thereof, as result whereof the executive board is at all times informed with regard to the representation of the full members at general meetings. Subject to the provision of article 7 paragraph 7, suspended full members and their full-delegates will be suspended.

8. Associated members are entitled to attend the general meetings and to deliberate on all issues, but do not have a right to vote in the general meetings. Each associated member shall be represented at the general meeting by one or a maximum of two delegates, duly appointed as such by the associated member, hereinafter referred to as: the "associated-delegate" or the "associated-delegates". Each associated member is obliged to immediately inform the executive board in writing or electronically regarding the appointment, the name, the address and the e-mail address of its associated-delegate or associated-delegates and regarding any change in respect thereof, as result whereof the executive board is at all times informed with regard to the representation of the associated members at general meetings. Subject to the provision of article 7 paragraph 7, suspended associated members and their associated-delegates, will not be admitted.
9. Supporting partners are entitled to attend the general meetings and to, but only if invited by the president, deliberate on all issues, but do not have a right to vote in the general meetings. Each supporting partner shall be represented at the general meeting by one or a maximum of two delegates, duly appointed as such by the supporting partner, hereinafter referred to as: the "supporting-delegate" or the "supporting-delegates". Each supporting partner is obliged to immediately inform the executive board in writing or electronically regarding the appointment, the name, the address and the e-mail address of its supporting-delegate or supporting-delegates and regarding any change in respect thereof, as result whereof the executive board is at all times informed with regard to the representation of the supporting partners at general meetings. Subject to the provision of article 7 paragraph 7, suspended supporting partners and their supporting-delegates will not be admitted.
10. Wherever reference is made to delegates in these articles of association, this shall be understood to refer to full-delegates as well as to associated-delegates and supporting-delegates, unless it is explicitly stated otherwise or the opposite appears from the context.
11. If only one full member is assigned to a division, the one vote of this division can be cast by the full-delegate or the full-delegates of this full member, unless this full member is suspended. If this full member has appointed two full-delegates, they shall decide among themselves how this one vote shall be cast at the general meeting on behalf of the relevant division.

12. If more than one full member is assigned to a division, the one vote of this division shall be cast, without restraint, by a person appointed as such by and from among the full-delegate or the full-delegates of the non-suspended full members assigned to the relevant division.

With regard to the meetings of the full-delegates of the non-suspended full members assigned to a division in which it is resolved to appoint a person to cast the one vote of this division at the general meeting, the provisions of article 11, paragraphs 2 up to and including 15 shall apply accordingly, on the understanding that:

- a. the proceedings at every such meeting shall be laid down in minutes, which shall be adopted at the meeting;
- b. such a meeting shall only be held if and when a person to cast the one vote of this division at the general meeting is to be appointed;
- c. such a meeting shall be called in writing or electronically by or on behalf of the president with observance of at least seven days' notice, not counting the day of the call and that of the meeting; on a relevant request by the full-delegates of at least two non-suspended full members the president must proceed to calling a meeting within one week after receipt of that request, failing which the persons making the request may (have others) call the meeting themselves;
- d. admitted to such a meeting shall be the full-delegates of the non-suspended full members assigned to the division and also those persons who have been invited for the purpose;
- e. the full-delegates present at such a meeting shall choose their own chairman of their meeting;
- f. valid resolutions may pass at such a meeting, irrelevant of the number of full members represented at that meeting; a full member can only be represented at such a meeting by its own full-delegate or full-delegates;
- g. every non-suspended full member represented at such a meeting shall be entitled to cast one vote; this one vote shall be cast by the full-delegate or full-delegates of the relevant full member; if this full member has appointed two full-delegates, they shall decide among themselves how this one vote shall be cast at such a meeting;
- h. all resolutions at such a meeting shall be passed by an absolute majority of the votes cast; blank votes shall be considered votes not cast; in case of a tie in votings between two persons, the one of them to be appointed shall be chosen by lot;
- i. all votes at such meetings shall be taken by shown of hands, unless any person entitled to vote and present may desires that the votes are cast in writing; written vote shall be taken by means of unsigned ballot papers;
- j. a resolution to appoint a person to cast the one vote of a division at the general meeting may also be passed in another way than at a meeting, provided that all the full-delegates of the non-suspended full members of the relevant division are given an opportunity to cast their votes and they have all declared in favour of the proposal in writing or electronically; a resolution passed without a meeting shall be laid down in a record;

- k. subject to the provisions in the preceding subsections full-delegates of non-suspended full members may also participate in such meetings, speak at it and cast their votes by means of an electronic means of communication, including by telephone; for the purpose it shall be required that via the electronic means of communication these full-delegates i) can be identified, ii) can follow the proceedings at the meeting direct, iii) can participate in the consultation and iv) can exercise their right to vote;
  - l. further rules about such meetings and about voting at such meetings by means of an electronic means of communication may be laid down by the executive board in regulations.
13. Further provisions regarding the establishment, the organisation, the duty, the manner of operation and the possible dissolution, split or merger of divisions may be laid down by the executive board in regulations.

#### MEMBERSHIP APPLICATION AND ADMISSION

##### Article 6

1. An application for membership of EMA must be made in writing or electronically to the executive board. An application for full or associated membership must include information about the midwifery representation at national level of the individual applicant organisation.
2. The executive board decides on the admission of members. The executive board can only decide to admit an applicant as a member if and when this applicant meets the requirements set out in these articles of association and/or other regulations of EMA. A member shall be obliged to inform the executive board immediately in writing or electronically of the fact that the member no longer meets the requirements applicable to the member for the membership of EMA.
3. In case of non-admission as a member, the general meeting may not as yet decide to admission.

#### TERMINATION OF MEMBERSHIP

##### Article 7

1. The membership ends:
  - a. by the death of the member or - if the member is a legal person - the dissolution of the member;
  - b. by resignation of the member;
  - c. by notice of discontinuation of membership given by EMA. This is possible when a member no longer meets the requirements for membership laid down in the articles of association, when a member does not fulfil its obligations towards EMA, and also when EMA cannot reasonably be expected to let the membership continue;
  - d. by expulsion. This can be pronounced only when a member acts contrary to the articles of association, regulations and resolutions of EMA, or injures EMA in an unreasonable manner.
2. Notice of discontinuation of membership by EMA shall be given by the executive board.

3. Resignation of the member or discontinuation of membership by EMA may take place only at the end of a financial year and with due observance of a term of notice of four weeks.  
However, membership can be terminated forthwith if EMA or the member cannot reasonably be expected to let the membership continue.
4. In case of resignation contrary to the provision of the preceding paragraph, the membership will end at the earliest date allowed following the day of which notice was given.
5. A member may not by resigning its membership withdraw itself from a resolution whereby the obligation of a monetary nature of the members are increased.
6. Expulsion from membership is decided by the executive board.
7. From a resolution to discontinue the membership on the ground of the fact that a member does not fulfil its obligations towards EMA, and also of a resolution that it cannot reasonably be expected from EMA that the membership is continued, as well as from a resolution to expulsion, the member concerned may appeal to the general meeting within one month after receipt of the notice of the resolution. The member will thereto be notified of the resolution in writing with mention of the reasons therefore as early as possible. During the term of appeal and pending the appeal the member shall be suspended, however, with the provision that the suspended member shall have the right to defend itself in the general meeting, in which the appeal referred to in this paragraph is discussed.
8. If the membership ends in the course of an financial year, the annual dues shall nevertheless remain due for the entire year.

#### ANNUAL DUES

##### Article 8

1. The full members and the associated members are obliged to pay annual dues, the amount of which is determined by the general meeting. They can thereto be divided into classes that pay different dues.
2. The executive board may in special cases grant full or partial exemption of the obligation to pay dues.

#### EXECUTIVE BOARD

##### Article 9

1. The executive board consists of at least five natural persons who are appointed by the general meeting. The appointment is made from among the representatives of the full members. The general meeting decides of how many board members the executive board shall consist.
2. The appointment of members of the executive committee is made out of one or more binding list(s) of candidates, subject to the provision of paragraph 3. The executive board has power to draw up such a list. Notice of the list of candidates of the executive board is given in the convocation to the general meeting.
3. Each list of candidates can be deprived of its binding force by a resolution of the general meeting adopted by at least two-thirds of the votes cast in a meeting in which at

least one-half of the full members is present or represented.

4. If no list of candidates has been drawn up or if, in accordance with the preceding paragraph, the general meeting decides to deprive such lists of candidates of their binding force, the general meeting is free in its choice.

#### TERMINATION OF MEMBERSHIP OF THE EXECUTIVE BOARD - RETIREMENT BY ROTATION - SUSPENSION

##### Article 10

1. Each member of the executive board, also where appointed for a certain time, may be dismissed or suspended by the general meeting at any time. Any suspension which is not followed by a resolution to dismissal within three months, shall end by the elapse of that term.

A resolution to dismiss or suspend a member of the executive board shall require at least three quarters of the votes cast in a meeting in which at least three quarters of the full members is present or represented. Should three quarters of the full members not be present or represented, then a second meeting shall be convened after that meeting, to be held within four weeks after the first one, in which a resolution on the proposal as discussed in the preceding meeting can be adopted irrespective of the number of full members present or represented, provided that it is adopted by a majority of not less than three quarters of the votes cast.

2. All members of the executive board retire at the latest three years after their appointment according to a rota of retirement to be drawn up by the executive board. The retiring members of the executive board are re-eligible for one other term. Someone who has been appointed in a premature vacancy in the executive board, shall not take his predecessor's place on the rota.
3. Membership of the executive board furthermore ends:
  - a. if and when the membership of EMA of the full member, of which the involved member of the executive board is a representative, is terminated;
  - b. if and when a member of the executive board no longer qualifies as a representative of a full member;
  - c. by resigning.

#### MEMBERSHIP AND RESOLUTIONS OF THE EXECUTIVE BOARD

##### Article 11

1. The executive board consists of a president, a vice-president, a secretary, a treasurer and at least one ordinary member. The president, the vice-president, the secretary and the treasurer are appointed as such by the general meeting. A member of the executive board may not hold more than one office.
2. The proceedings at every meeting of the executive board shall be laid down in minutes or a scheme of action. These minutes or this scheme shall be adopted by the executive board at the same or at the next meeting of the executive board. In deviation from the matters provided by the law on the subject, the opinion of the chairman of the meeting about the realization and the contents of a resolution of the executive board shall not be decisive.



3. The executive board shall meet at least three times a year and furthermore as often as the president or at least two members of the executive board consider this desirable.
4. Meetings of the executive board shall be held in the place determined in the call.
5. Meetings of the executive board shall be called in writing or electronically by or on behalf of the president with observance of at least seven days' notice, not counting the day of the call and that of the meeting.  
On a relevant request by at least two members of the executive board the president must proceed to calling a meeting of the executive board within one week after receipt of that request, failing which the persons making the request may (have others) call the meeting themselves.  
The convening notice shall contain the date, the hour and the place of the meeting of the executive board, and also the agenda.
6. As long as at a meeting of the executive board all the members of the executive board in office are present or represented, valid resolutions may be passed on all subjects brought up, provided that it is done by a unanimous vote, even if the prescriptions given by these statutes for calling and holding meetings of the executive board have not been observed.
7. Admitted to the meeting of the executive board shall be the members of the executive board and also those persons who have been invited for the purpose by the executive board. The non-members of the executive board invited in this way may speak during the meeting if the chairman of the meeting gives them the floor.
8. The president shall chair the meetings of the executive board. In the absence of the president, the vice-president shall chair the meetings of the executive board. In the absence of both the president and the vice-president the executive board shall choose its own chairman of its meetings.
9. The executive board may only pass valid resolutions at a meeting of the executive board at which at least half the members of the executive board in office are present or represented. A member of the executive board may be represented by another member of the executive board by written proxy. The requirement of the proxy being in writing shall be met if the proxy has been laid down electronically. A member of the executive board may cast his vote as a proxy only for one other member of the executive board.
10. Every member of the executive board shall be entitled to cast one vote at a meeting of the executive board.
11. In so far as nothing else has been provided in these articles of association, all resolutions at meetings of the executive board shall be passed by an absolute majority of the votes cast. Blank votes shall be considered votes not cast. If the votes are tied, the proposal shall be rejected.
12. All votes at meetings of the executive board shall be taken by shown of hands. The chairman of the relevant meeting of the executive board may determine, however, that the votes shall be cast in writing. If it concerns an election of persons any person entitled to vote and present may also desire that the votes are cast in writing. A written vote shall be taken by means of unsigned ballot papers.

13. The executive board may also pass resolutions in another way than at a meeting, provided that all the members of the executive board in office are given an opportunity to cast their votes and they have all declared in favour of the proposal in writing or electronically. A resolution passed without a meeting shall be laid down by the secretary in a record, which shall be adopted at the next meeting of the executive board. The record thus adopted shall be added to the minutes together with the documents referred to in the first sentence of this paragraph.
14. Subject to the provisions in the preceding paragraphs a member of the executive board may also participate in meetings of the executive board, speak at it and cast a vote by means of an electronic means of communication, including by telephone. For the purpose it shall be required that via the electronic means of communication the member of the executive board i) can be identified, ii) can follow the proceedings at the meeting direct, iii) can participate in the consultation and iv) can exercise the right to vote.
15. Further rules about the meetings and the resolutions of the executive board and about voting at meetings of the executive board by means of an electronic means of communication may be laid down by the executive board in regulations.

#### DUTIES OF THE EXECUTIVE BOARD - REPRESENTATION

##### Article 12

1. The executive board is charged with the management of EMA.
2. If the number of members of the executive board falls below five, the board shall continue to be lawfully constituted. It shall, however, be obliged to convene a general meeting as soon as possible, in which meeting the filling of the vacancy or vacancies will be discussed.
3. The executive board is entitled to assign, under its responsibility, certain parts of its duties to committees to be appointed by it.
4. The executive board is authorised to conclude agreements to purchase, alienate or encumber registered goods, to conclude agreements whereby EMA binds itself as surety or several co-debtor, answers for a third party or binds itself for the security of a debt of a third party.
5. The executive board shall have the power to represent EMA. The power to represent EMA shall also be vested in each member of the executive board individually.

#### ANNUAL REPORT - STATEMENT OF RECEIPTS AND PAYMENTS

##### Article 13

1. The financial year runs from the first day of July from each year up to and including the thirtieth day of June of the next year.
2. The executive board is obliged to keep a record of the financial position of EMA in such a manner, that its rights and obligations can be known out of it at all times.
3. The executive board shall submit its annual report to a general meeting within six months after termination of the financial year, except in case of extension of this period by the general meeting and shall, upon submittance of a balance sheet and a statement of receipts and payments, render an account of the administration conducted during the past year. After termination of that period each member may claim this statement of

receipts and payments from the executive board at law.

4. Every year the general meeting shall appoint from among the representatives of the full members a committee of at least two natural persons who may not be members of the executive board. The committee shall examine the statement of receipts and payments and report hereon to the general meeting. The executive board shall be obliged to furnish the committee with all the information desired, to show the cash and the assets, if so desired, and to grant inspection of the books and records of EMA.
5. If the examination of the statement of receipts and payments requires special knowledge of accounts, the committee of investigation may appoint an expert as advisor.
6. The instructions given to the committee may be revoked by the general meeting at any time, but only by the appointment of another committee.
7. The approval of the annual accounts by the general meeting as such shall not discharge the members of the executive board from liability for the policy conducted during the past financial year.

After the approval of the annual accounts the proposal shall be made to the general assembly to grant discharge from liability to the members of the executive board for the policy conducted by them during the past financial year, in so far as that policy appears from the annual accounts or statements have been made about that policy in the general assembly.

8. The executive board shall be obliged to keep the records referred to in the paragraphs 2 and 3 for a period of seven years.

#### GENERAL MEETINGS

##### Article 14

1. All the powers in EMA which have not been entrusted to the executive board by law or by the articles of association, shall be vested in the general meeting.
2. Annually, at the latest six months after the end of the financial year, a general meeting - the annual meeting - shall be held. In the annual meeting there shall be discussed inter alia:
  - a. the approval of the annual report and the statement of receipts and payments referred to in article 13, with the report of the committee there mentioned;
  - b. the appointment of the committee referred to in article 13 for the next year;
  - c. filling of any vacancies;
  - d. the granting of discharge to the executive board for its management during the closed financial year;
  - e. the determination of the amount of the annual dues;
  - f. proposals of the executive board or of the members, specified in the convocation to the meeting.
3. Other general meetings shall be held as often as the executive board deems such desirable.
4. The executive board shall furthermore be obliged to convene a general meeting at a term of no longer than four weeks at the written or electronically made request of not less than such a number of full members as is entitled to cast one-tenth part of the votes

or of five full members. If the request is not met within fourteen days, the applicants themselves may proceed to convene the meeting in accordance with article 18, with due observance of the term mentioned for convening in article 18.

#### ADMISSION AND VOTING RIGHT

##### Article 15

1. Admitted to the general meeting shall be all full-delegates, all associated-delegates, all supporting-delegates and all the members of the executive board. Not admitted will be delegates of suspended members, subject to the provision of article 7 paragraph 7, and suspended members of the executive board.
2. The general meeting shall decide on the admission of persons other than those referred to in paragraph 1.
3. Each full member of EMA who is not suspended shall be entitled to vote in accordance with the provisions in article 5 paragraph 7.

#### CHAIRMANSHIP - MINUTES

##### Article 16

1. The general meeting shall be presided over by the president or by the vice-president. If the president and the vice-president are absent, one of the other members of the executive board, designated thereto by the executive board, shall act as chairman. If also in this manner the chairmanship cannot be provided for, the meeting itself will choose its chairman.
2. Minutes shall be kept of the proceedings at each meeting by the secretary or another person designated thereto by the chairman of the meeting, which minutes shall be confirmed and signed by the chairman of the meeting and the person who has kept them. Those who convene the meeting may have notarial minutes drawn up of the proceedings. The contents of the minutes or notarial minutes are brought to the knowledge of the members.

#### RESOLUTIONS OF THE GENERAL MEETING

##### Article 17

1. The judgment of the chairman of the meeting pronounced at the general meeting that the meeting has adopted a resolution shall be decisive. The same shall apply to the contents of an adopted resolution insofar as a vote was taken on a proposal not laid down in writing.
2. If, however, immediately after the pronouncement of a judgment as referred to in the first paragraph the correctness thereof is contested, a new vote will be taken if the majority of the meeting, or, if the original voting was not taken by poll or by ballot, a person present and entitled to vote, should desire so. The legal consequences of the original voting shall be cancelled by this new voting.
3. Insofar as the articles of association or the law do not provide otherwise, all resolutions of the general meeting shall be adopted by an absolute majority of the votes cast, in a meeting in which at least one-half of the full members is present or represented. Should one-half of the full members not be present or represented, then a second meeting shall be convened after that meeting, to be held within four weeks after the first one, in which

a resolution on the proposal as discussed in the preceding meeting can be adopted irrespective of the number of full members present or represented, provided that it is adopted by a majority of not less than one-half of the votes cast.

4. Abstentions shall not be counted as votes.
5. If nobody obtains the absolute majority in an election of persons, a second vote, or in case of a binding list of candidates, a second vote between the proposed candidates shall take place. If then again nobody obtains the absolute majority, new votes will be taken until either one person obtains the absolute majority or the voting goes between two persons and votes are equal. In case of the said further votings (the second voting excluded), the vote shall each time be taken concerning the persons for whom was voted in the preceding voting, however, exclusive of the persons who received the least number of votes in that preceding voting. In case more than one person obtains the least number of votes in such a preceding voting, it will be decided by lot whom of those persons can no longer be voted for in the new voting. In case of a tie in votings between two persons, the one of them to be appointed shall be chosen by lot.
6. In case of equal votes on a proposal that does not concern persons, the proposal shall be deemed to have been rejected.
7. All votings shall be taken by shown of hands. The chairman of the meeting is however entitled to decide a vote by a secret ballot. If it concerns an election of persons, also a person present at the meeting and entitled to vote can demand a vote by a secret ballot. Voting by ballot takes place by means of closed, unsigned ballot papers. Adopting resolutions by acclamation shall be possible, unless one of the persons entitled to vote desires a poll.
8. An unanimous resolution of all full members, also if they are not together in a meeting, shall, provided that it is adopted with the prior knowledge of the executive board, have the same effect as a resolution of the general meeting.
9. As long as all full members are present or represented at a general meeting, valid resolutions may be adopted, provided that they are adopted unanimously, on all subjects coming up for discussion - therefore also on a proposal to amend the articles of association or to dissolve - also if no convocation has been sent or the convening has not been effected in the prescribed manner or any other prescription in respect of the convening and holding of meetings or a formality connected therewith has not been observed.
10. Subject to the provisions in the preceding paragraphs a full-delegate of a full member may also participate in meetings of the general meeting, speak at it and cast its votes by means of an electronic means of communication, including by telephone. For the purpose it shall be required that via the electronic means of communication the full-delegate of the full member i) can be identified, ii) can follow the proceedings at the meeting direct, iii) can participate in the consultation and iv) can exercise the right to vote.

11. Further rules about the meetings and the resolutions of the general meeting and about voting at meetings of the general meeting by means of an electronic means of communication may be laid down by the general meeting in regulations.

#### CONVENING THE GENERAL MEETING

##### Article 18

1. The general meeting shall be convened by the executive board. Convening shall take place in writing. The convocation shall be sent at the addresses of the members as recorded in the register of members referred to in article 5. Insofar as the articles of association or the law do not provide otherwise the term for convening shall be at least six weeks.
2. The convocation shall contain the subjects to be discussed, without prejudice to the provisions of the articles 19 and 20.

#### AMENDMENT OF THE ARTICLES OF ASSOCIATION

##### Article 19

1. The articles of association of EMA can be amended only by a resolution of the general meeting, which has been convened with the statement that an amendment of the articles of association will be proposed in that meeting.
2. Those who have convened the general meeting to discuss a motion to amend the articles of association, shall, at least fourteen days before the meeting, deposit a copy of such motion containing the verbatim text of the proposed alteration at a place appropriate for that purpose for inspection by the members, until the end of the day on which the meeting is held. Moreover, a copy as referred to above shall be sent to all members, to all divisions and to all delegates.
3. A resolution to amend the articles of association of EMA shall require at least three quarters of the votes cast in a meeting in which at least three quarters of the full members is present or represented. Should three quarters of the full members not be present or represented, then a second meeting shall be convened after that meeting, to be held within four weeks after the first one, in which a resolution on the proposal as discussed in the preceding meeting can be adopted irrespective of the number of full members present or represented, provided that it is adopted by a majority of not less than three quarters of the votes cast.
4. An amendment of the articles of association of EMA shall become effective only after a notarial deed has been drawn up thereof. Each member of the executive board shall have power to have the deed executed.

#### DISSOLUTION

##### Article 20

1. EMA may be dissolved by a resolution of the general meeting. The provisions of the paragraphs 1, 2 and 3 of the preceding article shall apply accordingly, notwithstanding that the term for convening the general meeting in which a resolution to dissolve EMA is proposed shall be at two months.
2. The balance remaining after liquidation shall be divided among those who were full members at the time when the resolution to dissolve was adopted. Each of them shall

receive an equal share. However, the resolution to dissolve may also specify another destination for the balance.

## REGULATIONS

### Article 21

1. Insofar as the articles of association of EMA do not provide otherwise the general meeting may formulate regulations.
2. The regulations may not be contrary to the law, also where it has no obligatory force, nor to the articles of association of EMA.

## CONCLUDING DECLARATION

The person appearing finally declares that the executive board has, under the condition precedent and per the day of the entering into force of the articles of association of EMA stated in the present deed of amendment of the articles of association of EMA, therefore as per today, determined the number and the geographic borders of the divisions of the association and has assigned the full members of EMA which are legally established in accordance with the laws and customs of the same member state of the European Union, of the European Economic Area or the same European Union candidate country to the relevant division.

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

In witness whereof this deed is executed in Utrecht, the Netherlands on the date first mentioned in the head of this deed.

After having conveyed the contents of this deed and having given an explanation thereto to the person appearing, she declared that she has taken note of the contents of this deed and agrees with the same. Thereupon, immediately after limited reading of this deed, it is signed by the person appearing, and by me, civil law notary.