

Kenmerk: 2005H1028384MD

**UNOFFICIAL TRANSLATION OF THE DEED OF AMENDMENT OF THE  
ARTICLES OF ASSOCIATION**  
(of European Consumer Safety Association (ECOSA))

On this 1<sup>st</sup> day of July twothousand five, appeared before me, Jan Piet van Harseler, civil law notary practising in Amsterdam:

acting in this matter as a member of the executive board of the association **European Consumer Safety Association (ECOSA)**, having its registered seat in Amsterdam and its official address at 1059 GK Amsterdam, Rijswijkstraat 2, and as such in accordance with article 11 of the articles of association entitled to execute this deed of amendment of the articles of association.

The deponent declared:

1. In a general meeting of the association, which meeting has been convened by notice stating that an amendment of the articles of association would be proposed thereat, it was decided to alter the articles of association.
2. With this amendment to the articles of association the new name for the association will be "EuroSafe - the European Association for Injury Prevention and Safety Promotion", whereas the general meeting of the association has decided to broaden the scope of the organisation from consumer safety into safety in all walks of life, i.e. including the prevention of road injuries, work related injuries, leisure time injuries and the prevention of violence and self-harm.
3. Said meeting has been convened by means of a written notice to the members entitled to vote at at least a thirty days' notice.
4. At least five days prior to the meeting, the executive board deposited in a fixed place and made available for perusal by the members, a copy of the proposal containing the verbatim text of the proposed amendment, which remained there until the end of the day on which the meeting was held.
5. The resolution was taken with a majority of at least two-thirds of the votes validly cast.

In implementation of said resolution the person appearing, acting as mentioned hereinbefore, stated to fully amend the articles of association as follows:

## ARTICLES OF ASSOCIATION

### Definitions:

#### Article 1:

In these articles of association, the following expressions will be understood to mean:

- a. articles of association: the articles of association laid down in this deed;
- b. members: organisations and physical persons which have been admitted as a member of the association;
- c. the general meeting: the leading body of the association and the meeting of its members;
- d. executive board: the full executive board, existing of members elected by the general meeting.

### Name and seat:

#### Article 2:

1. The association bears the name:  
**EuroSafe – the European Association for Injury Prevention and Safety Promotion.**
2. It has its registered office in Amsterdam.
3. It has been founded on the twenty-fifth day of May nineteenhundred ninety.

### Objectives:

#### Article 3:

1. The objectives of the association are to enhance safety of citizens in Europe in their daily life and activities, i.e. at home, on the road, at work, in the community and in leisure time. This is being done through:
  - a. encouraging and promoting effective European joint research, joint prevention programmes and other collaborative activities in the field of injury prevention and safety promotion;
  - b. publishing a professional journal, newsletters and web based information which will among other things state the results achieved by the association;
  - c. holding professional conferences and seminars at regular intervals;
  - d. disseminating knowledge and good practices in injury prevention and safety promotion in order to improve the relative situation in Europe;
  - e. initiating European collaborative research and actions in that field;
  - f. using all other appropriate means to achieve the objectives of the association.
2. EuroSafe is *the* network for establishing sustainable collaboration in actions on injury prevention and safety promotion in Europe. It is:
  - a. comprehensive in scope, i.e. including all injuries;
  - b. comprehensive in the partners and stakeholders to be involved, i.e. public agencies, businesses, civil society and interest groups, and
  - c. it will include the entire European Region as defined by the World Health Organization and its European Regional Office.

### Membership: rights and obligations of the members:

#### Article 4:

1. Institutional members of the association are national bodies, corporate organisations and interest groups in Europe that have a keen interest in injury prevention and

safety promotion and which have been admitted as a member of the association in accordance with the criteria of admission specified in the rules of the association. These members are entitled to receive services on behalf of the organisation for a maximum of three representatives of the respective institutional body. The ballot of an institutional member is weighted at the general meeting as equal to three votes.

2. Individual members, i.e. physical persons Members have the right to participate in all activities of the association. **They are entitled to one vote in the general meeting for each member.**
3. Associated members which are members from outside the European region and/or organisations that by nature of the organisation that they represent (for instance intergovernmental organisations) cannot commit themselves to the policies of a Non-governmental organisation. These members are registered as observers being entitled to all services available in the association, however having no voting powers.  
**Associated members therefore are no members of the association according to Dutch law.**
4. Corporate members are members casu quo representatives from within and outside European soil and/or organizations, consisting of commercial institutions and companies casu quo enterprises with profit-motive, who they represent, and which (corporate) members cannot devote themselves to the cause of the policy of a non-governmental organization (NGO).  
These corporate members will be registered as observers who are entitled to all services obtainable within the association, but lack voting power.  
**Corporate members therefore are no members of the association according to Dutch law.**
5. Honorary members, i.e. persons with extraordinary achievements for the association and its objectives. Honorary members are being nominated by the executive board for a four years term and to be approved by the members at the annual general meeting.  
**The ballot of an honorary member is weighted at the general meeting as equal to one vote.**
6. All members bear the obligations which have been imposed upon them by virtue of these articles of association.

Membership: admission and termination:

Article 5:

1. The executive board will decide on membership applications and will inform the general meeting.
2. The manner of application and admission will be provided for in rules. An appeal against non-admittance may be lodged with the general meeting.
3. Membership will cease to exist:
  - a. on dissolution of the member (legal entity or organisation) or decease (individual or honorary member);
  - b. on termination of membership by the member (to be submitted at the latest three months prior to the new calendar year);

- c. on dismissal of membership by the association:
4. Membership may be dismissed by the association:
  - a. in case a member has ceased to fulfil the requirements of membership;
  - b. in case he does not observe his obligations towards the association;
  - c. in case it cannot be demanded in reason of the association for the membership to continue.
5. Dismissal may be proposed by the executive board to the general meeting of members after having invited a written defence on behalf of the respective member. The general meeting will decide on such a proposal by a two third majority vote of the votes cast.

Financial means, membership fees, financial year, annual account and audit:

Article 6:

1. The financial means of the association among others emanate from:
  - a. the annual membership fees;
  - b. any possible grants and sponsorship contributions;
  - c. all other gains.
2. An admittance fee may be requested by virtue of a resolution of the general meeting, which will also fix the amount of the membership fee on a proposal of the executive board.
3. The association year of financial year coincides with the calendar year.
4. The executive board and its secretariat shall keep such annotations of the financial situation of the association so that all its rights and obligations shall be known at any time.
5. Each year within four months after the end of the financial year, the executive board will compile an annual account, consisting of a balance sheet, a specification of gains and charges and explanatory notes.
6. At a general meeting within six months after the end of the financial year, barring extension of this period by the general meeting, the executive board will submit an annual report about the state of affairs in the association and about the policies pursued and, under submission of the annual account as meant in the preceding paragraph, will render account of its management during the past association year. A register accountant shall make a statement as to the faithfulness of the annual account.
7. Confirmation or approval of the annual account by the general meeting, will not constitute discharge from liability to the executive board for its management. After the proposal to adopt the annual account has been discussed, a resolution will be moved to the effect that the general meeting gives discharge to the members of the executive board for the administration conducted by them in the past financial year as evidenced by the documents.

General meeting:

Article 7:

1. All powers in the association not assigned to the executive board by virtue of the law or these articles of association will fall to the general meeting.
2. Annually, ultimately within six months after the end of the financial year, barring

extension of this period by the general meeting, a general meeting – the annual general meeting – will be held. At the annual general meeting, subjects for discussion are among others:

- a. The annual report of the executive board as regards state of affairs in the association, policies pursued, balance sheet, a specification of gains and charges, together with the audit report;
  - b. The granting of discharge to the members of the executive board for the performance of their duties in the relevant financial year;
  - c. The budgets for the current financial year and the following financial year;
  - d. Vacancies, if any, will be filled;
  - e. Proposals by the executive board or the members, as notified in the convening notice for the meeting.
3. The annual general meeting will coincide with one of the regular conferences or seminars. Other general meetings will either be held whenever deemed necessary by the executive board or at the request of at least such a number of members entitled to cast one-tenth of the votes at the general meeting.
  4. The written convening notice for a meeting will be sent to the address of the member as known by the association, either by the chairman or by the secretary within a period of at least a fortnight, exclusive of the date of the convening notice and the day of the meeting. The convening notice will indicate the place and time of the meeting, as well as listing the subjects for consideration.
  5. Admission to the general meeting is granted to the members of the association or their representatives. The admission of other persons will be decided upon by the general meeting.
  6. Every member or his representative may have his vote cast by another member by means of a written power of attorney.
  7. All resolutions of the general meeting will be passed by an absolute majority of the validly cast votes, insofar as neither the law nor these articles of association shall prescribe a larger majority.
  8. Abstentions of invalid votes will be disregarded in the determination of any majority.
  9. Members may also pass resolutions outside a meeting, provided all members have expressed their opinion on the proposal in writing, none of them will oppose this manner of passing a resolutions and the required majority of members has declared themselves in favour of the relative proposal. A resolution hence passed and with all incoming correspondence appended thereto, will be signed by both the secretary and the chairman and will be appended to the minutes.

Executive board:

Article 8:

1. The executive board will consist of at least three and a maximum of five members.
2. The general meeting decides in nominations for membership and re-election of members in office by a two third majority vote.
3. The general meeting will appoint the members of the executive board for a period of four years. A member of the executive board can be re-appointed for a

consecutive term in office of four years.

The secretary, representing the office of the secretariat referred to in article 11, is permanent member of the executive board.

4. Membership of the executive board will cease to exist as a result of resignation or upon decease.
5. A member of the executive board, although appointed for a particular period, may at any time be suspended for their membership of the board by unanimous decision of the other members of the executive board and on the basis that the suspended member is deemed to be acting against the best interests of the association. At the first general meeting following the board's decision to suspend one of their members, the members of the association should receive evidence as regards the conflict of interests and decide on dismissal of the respective member from the membership of the board and in such case the membership of the association will be terminated in observance of what is stated in article 5 point 5.
6. The executive board will meet at least twice a year. The written convening notice for a meeting will be sent by the secretary within a period of at least a fortnight, exclusive of the date of the convening notice and the day of the meeting. The convening notice will indicate the place and time of the meeting, as well as listing the subjects for consideration.
7. The executive board will appoint from its number a chairman and a vice chairman. Resolutions by the executive board will be passed by an absolute majority of the votes cast.
8. For legally valid resolutions to be passed, at least fifty per cent of the number of executive board members will have to be present or represented at the meeting.
9. Each board member may have his vote cast by another board member who has been given a written power of attorney, on the understanding that a board member may not cast more than two votes.
10. The executive board may also pass legally valid resolutions outside a meeting, provided all members of the executive board will express their opinion on the proposal in writing and the resolution is passed unanimously.
11. Minutes will be kept of the proceedings of each board meeting.

Governing powers and representation:

Article 9:

1. The executive board is charged with the management of the association.
2. In case the number of members of the executive board drops below the minimum prescribed, the board will retain its full power of authority. However, the executive board shall convene a general meeting at the earliest possible opportunity at which the matter of filling the vacancy/vacancies will come up for discussion.
3. The power of representation of the association will rest with the secretary or two members of the executive board jointly.
4. The power of representation of the association also rests with one or several members of the executive board or with one or several third party/parties, if and insofar as the party concerned will have received a power of attorney thereto from the general meeting; the above-mentioned power of attorney shall have been

granted in writing and shall have been signed by the secretary or two members of the executive board jointly.

Working parties:

Article 10:

1. For any specific issue or domain of activities related to research and/or European wide collaborative actions, the general meeting may create working groups, sections or alliances, which remain fully part of the association and will operate under the responsibility of the association and the executive board.
2. All aspects as regards these working parties will be laid down in rules.

Office:

Article 11:

1. The general meeting may resolve to create an office of the secretariat within one of the institutes of the registered members; likewise the general meeting will resolve as to the discontinuation thereof.  
The general meeting decides on the representative who serves on behalf of the office of the secretariat as secretary in the executive board.
2. All aspects as regards the office will be provided for in rules.

By laws:

Article 12:

1. The general meeting may lay down, amend or abolish one or several by laws and house rules.
2. These rules shall not contain provisions contrary to Dutch law or these articles for association.

Amendment of the articles of association and dissolution:

Article 13:

1. A resolution to amend the articles of association in the manner as laid down with respect to the amendment of articles of association or dissolution of the association will require a majority of at least two-thirds of the votes cast.
2. The convening notice for the general meeting in which the amendment of the articles of association for the dissolution of the association will be proposed shall explicitly state the relative subject and in the case of a proposal for the amendment of the articles of association. It shall contain the notification that at least five days prior to the meeting, the executive board will have deposited in a fixed place and made available for perusal by the members, a copy of the proposal containing the verbatim text of the proposed amendment, which will remain there until the end of the day on which the meeting will be held.
3. Amendment of the articles of association can only take effect after a notary's deed to that effect has been drawn up. Every member of the executive board is competent to have said deed passed.

Liquidation:

Article 14:

1. After dissolution, the executive board will be charged with the liquidation, unless the general meeting in its resolution for dissolution has designated one or several other persons as liquidators.

2. During the liquidation, the provisions of or by virtue of these articles of association will continue being effective as much as possible
3. After liquidation, the positive balance will fall to those who were a member of the association at the time of the resolution for dissolution. Each of them will receive the amount proportionate to their annual membership fee, as paid in the last full financial year. However, at the resolution for dissolution, the positive balance may be given a different allocation.

Finally the deponent stated:

1. The association has been incorporated by deed executed on the twenty-fifth day of May nineteenthundred ninety by P.J.N. van Os, at that time civil law notary in Amsterdam; the articles of association have not been amended since.
2. An extract of the resolution of the general meeting mentioned in the beginning of this deed will be attached to this deed.

The deponent is known to me, notary.

This present instrument was executed in Amsterdam on the date first stated.

After the substance of the contents of this instrument had been given to the deponent in summary form, he declared that he had taken note thereof and could dispense with a full reading.

Immediately after the summary reading the deponent signed this instrument together with me, notary.