

**ARTICLES OF ASSOCIATION
OF THE EUROPEAN BIRD
CENSUS COUNCIL**

EVC/53560
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Definitions

Article 1

- 1.1 In this Charter:
- (a) "**Association**" means: the body corporate governed by these Articles of Association;
 - (b) "**Book 2**" means: Book 2 of the Civil Code of the Netherlands;
 - (c) "**Delegates**" members of the Association;
 - (d) "**Board**" body that represents and manages the Association;
 - (e) "**General Meeting**" means: the Delegates constituting the Association, and also: meetings of that body of Members.
- 1.2 Unless the context shows otherwise, terms or words in the singular include the plural and vice versa.
- 1.3 Unless the context shows otherwise, words denoting a gender of nouns in the masculine include the feminine and vice versa.
- 1.4 Blank votes are votes not in favour and not against a certain proposal, and are deemed to have not been cast.

Name and Registered Office

Article 2

- 2.1 The name of the Association is:
European Bird Census Council
- 2.2 The registered office of the Association is situated in the municipality of Beek-Ubbergen (The Netherlands).

Objects

Article 3

- 3.1 The objects of the Association are:
- (a) To study the distribution, numbers and demography of European birds, applying rigorous and standardized procedures for data-gathering and interpretation in order to assure scientific validity.
 - (b) To monitor distribution, numbers and demography so that changes may be both detected and, if possible, understood and so that the relevant agencies may be provided with a sound basis for

the conservation and management of Europe's birds and their habitats.

- (c) To promote the organisation and development of bird atlases, census work, population studies and monitoring in all European countries.
- (d) To encourage communication, contacts and collaboration between organisations, institutions and individuals interested and involved in bird atlases, census work, population studies and monitoring, primarily in and across Europe.
- (e) To work closely with other international organisations for the study and conservation of birds; to collaborate with them when its expertise in atlas, census, demographic and monitoring work can be used, particularly for conservation.

Furthermore, the objects of the Association shall include anything that is related to the above in the widest sense of the words, as included in it and/or can be conducive to the attainment thereof.

- 3.2. The aims of the Association will among others be achieved by:
- (a) organising the collation, where appropriate, of data from different countries, to provide information at the European level;
 - (b) organising international atlas, census, demographic and monitoring projects;
 - (c) organising international conferences on atlas, census, demographic and monitoring work, with published proceedings;
 - (d) organising workshops and other meetings on particular topics, relevant to its objectives;
 - (e) producing a regular newsletter;
 - (f) promoting the production of reports and manuals on methods relevant to its objectives.
- 3.3. The Association is a non-profit organisation and may achieve its objects by doing any and all lawful acts and things expedient or incidental to realizing said objects.

Members/Delegates

Article 4

- 4.1 The Association shall have ordinary Members only, hereafter called "Delegates".
- 4.2 One can only apply for membership on the recommendation of an existing Delegate. New Delegates should be proposed in writing by the

existing Delegate within a country, but in making such recommendations to the Board, the existing Delegate must actively liaise with individuals and institutions responsible for national bird monitoring programmes and atlas studies in that country. In those countries without existing Delegates, either because there has never been a Delegate, or the Delegate has resigned or is inactive, then recommendations to the Board should come from a group of individuals representing individuals and institutions responsible for national bird monitoring programmes and atlas studies. Eligible for membership shall be those who are involved in or interested in the work of the Association and have sent the Board of the Association written application for membership.

Furthermore, the Association can have no more than two delegates of the same country.

- 4.3 If the Board rejects the application the General Meeting may yet decide whether the applicant shall become a Delegate of the Association.
- 4.4 Applicants can be granted the status of Delegate either per the first day of January or the first day of July of a calendar year.

Article 5

Membership of the Association cannot be transferred or assigned and cannot be made the subject of grant of any qualified right.

Article 6

- 6.1 A Delegate's membership of the Association shall end:
 - (a) upon termination by notice by the Delegate;
 - (b) upon termination by notice by the Association;
 - (c) when a Delegate dies;
 - (d) by expulsion of the Delegate.
- 6.2 A Delegate may terminate his membership only effective as at the last day of a financial year by giving written notice at least four (4) weeks prior to that date.

If notice has not been given on time the Delegate's membership shall continue until the last day of the next following financial year.
- 6.3 Notwithstanding the provisions in paragraph 6.2, membership may be terminated by a Delegate with immediate effect – provided by written notice – if in the particular circumstances of the case that Delegate cannot reasonably be required to continue his membership. Also, membership may be terminated by a Delegate with immediate effect – provided by written notice – within one month after the Delegate has

been informed of the passing of a resolution to convert the Association into a different legal form or a resolution of merger or split of the Association, save unless at the General Meeting at which the proposal for such resolution was voted upon, the Delegate concerned voted in favour of that proposal.

- 6.4 If a resolution to change a Delegate's financial rights and obligations which by virtue of these Articles of Association may be imposed on the Delegate, has been announced or become known to the Delegate, the Delegate cannot terminate his membership with immediate effect and thereby avoid the consequences of that resolution.
- 6.5 Termination of membership by the Association shall be effective only as at the last day of a financial year by written notice given by the Board at least four (4) weeks prior to that date.
- A Delegate's membership can be terminated by the Association only on the following grounds:
- the Delegate's failure to fulfil his obligations under these Articles of Association;
 - the occurrence of an event or circumstance in which the Association cannot reasonably be required to allow the Delegate's membership to continue.
- 6.6 A Delegate may be expelled only on the grounds of his having acted in violation of the Articles of Association or the bye-laws or resolutions of the Association or being in material default, including but not limited to persistent non-payment or late payment of the Delegate's annual membership fees (provided that there is an obligation to pay membership fees), or on the grounds of the Delegate unreasonably harming the interests of the Association. A Delegate's expulsion shall be decided by resolution of the Board, who shall promptly give the Delegate notice of its decision, that notice to state the reasons for expelling the Delegate. The Delegate shall have the right to appeal against the decision to the General Meeting within one month of receipt of the aforesaid notice. Pending the term for appeal and pending the appeal the Delegate shall be suspended.
- The General Meeting may decide to expel a Delegate by a decision to that effect, taken by a majority of at least two-thirds of the votes cast.
- 6.7 The Board may suspend any Delegate who acts in violation of the Charter or the bye-laws or resolutions of the Association or who is in

material default or who unreasonably harms the interests of the Association. A Delegate's suspension shall cease to operate if within three months from the effective date of the suspension the Board has not passed a resolution to expel the Delegate or to lift or to extend the suspension. A Delegate's suspension may be extended once only for a period not exceeding three months, beginning on the date on which the resolution to extend the suspension was passed. The provisions of paragraph 6.6 relating to appeal shall apply *mutatis mutandis*.

6.8 The *Algemene Termijnenwet* [Extension of Time Limits Act] shall not apply to the term of four weeks mentioned in this Article 6.

Delegate's Rights and Obligations

Article 7

7.1 The Delegate's rights are:

- to take the floor at the General Meeting;
- to avail themselves of services and activities offered by the Association to its Delegate's;
- to be heard before the Association resolves to take any disciplinary action;
- to be regularly informed by the Board about the course of affairs of the Association, the Board's resolutions and the activities planned by the Board;
- to obtain copies of the Articles of Association and of the bye-laws – if adopted and existing – of the Association.

7.2 The Delegate's obligations are:

- to cooperate actively towards realising and optimising the objectives of the Association;
- to accept and comply with the resolutions passed by the General Meeting and the by the Board of the Association;
- to provide the Association with regular updates of monitoring activity within their country;
- to attend workshops and conferences on a regular basis;
- to cooperate with and where appropriate participate in the Associations projects to work to further the objectives of the Association.

Financial Resources

Article 8

- 8.1 The financial resources of the Association shall comprise bequests, interests as beneficiary under a will, gifts, grants or subsidies and any other revenue. Interest as beneficiary under a will may be accepted by the Association only under benefit of inventory.
- 8.2 The General Meeting can resolve that Delegates are obliged to pay membership fees.

BOARD**Election, suspension and removal; absence or inability to act**Article 9

- 9.1 The Board shall consist of not less than five (5) and not more than ten (10) persons, consisting of in any case a Chairman, a Vice-Chairman, a Secretary and a Treasurer. Each of these offices must be held by a natural person. The Board members do not have to be Delegates of the Association.
The Chairman, the Vice-Chairman, Secretary and Treasurer shall form the daily management.
- 9.2 Two of the Board members shall be elected by the Board itself. The other members of the Board shall be elected by the General Meeting. Subject to the limits set in paragraph 9.1 the General Meeting shall determine the number of members of the Board. The Secretary/Treasurer of the Board shall be responsible for registering and deregistering the Board members at the Chamber of Commerce. The General Meeting decides upon the titles of the various Board members.
- 9.3 Any Delegate as well as any Board member may make nominations for election to the Board. Such nominations must be made in writing, and must be in the hands of the secretary of the Board at least fourteen days before the next ordinary General Meeting. Each nomination must be proposed and seconded by two delegates and be accompanied by a signed statement of willingness to stand for election by the nominated person. Should nominations exceed vacancies, election shall be by ballot or by show of hands.
- 9.4 Board members must have reached the age of eighteen years, and have signed a statement accepting the Board position and declaring their intent to act in the interest of the Association.
Furthermore, a Board member must be actively interested in the work of the Association.

- 9.5 Board members may be suspended and removed from office by the General Meeting at any time. A resolution of the General Meeting for suspension, extension of suspension or removal from office of a Board member must be passed by a majority of at least two thirds (2/3) of the votes cast. The Board member concerned shall be given the opportunity to account for his conduct at a General Meeting and may have an adviser assist him for that purpose.
- 9.6 The suspension of a Board member shall cease to operate if within six months from the effective date of the suspension the General Meeting has not passed a resolution to remove the Board member from office or to lift or to extend his suspension.
- 9.7 Board members shall be elected for a term of office of at least three (3) years. For the purposes hereof a year means the period between two successive Annual General Meetings.
- 9.8 The Board members for the time being shall retire from office in accordance with a schedule to be adopted by the Board. A Board member retiring pursuant to the schedule may be re-elected immediately.
- 9.9 The office of a Board member shall be vacated:
- (a) upon his death;
 - (b) if by court order he is declared bankrupt or granted suspension of payments or if by court order the debt rescheduling scheme for natural persons is declared to be - whether or not temporarily - applicable to him;
 - (c) if he is placed under compulsory guardianship;
 - (d) if a court order is made for the appointment of a receiver or administrator to exercise powers with respect to his property;
 - (e) by his retiring periodically;
 - (f) if he resigns his office, written notice of which resignation, stating his reasons for resigning, is to be given to the other Board members;
 - (g) if he is removed from office by court order;
 - (h) if he is removed from office by resolution of the General Meeting.
- 9.10 Any vacancy in the Board shall be filled as soon as possible. The existence of any vacancy in the Board shall not affect or diminish the powers of the Board.

In the event that all Board members or the sole (remaining) Board member cease to hold office or are unable to act the management of affairs of the Association shall be temporarily conducted by one person to be appointed by the General Meeting whether or not from among its midst. If the appointment has not been made by the General Meeting within two weeks after the occurrence of the aforesaid event, the management of affairs of the Association shall be temporarily conducted by a person to be appointed, at the request of any interested party or parties, by the President of the *Rechtbank* [District Court] having jurisdiction in the municipality where the registered office of the Association is situated.

In the event that one or several Board members, not being all the Board members or the sole (remaining) Board members, cease to hold office or are unable to act the management of affairs of the Association shall be temporarily conducted by the remaining Board members or the sole remaining Board member.

- 9.11 The Board may adopt bye-laws providing rules concerning its work methods and procedures.
- 9.12 The Board may appoint observers from appropriate organisations who would attend Board meetings in the capacity of observers only.

Duties and powers / procedures regarding meetings

Article 10

- 10.1 The Board shall control and manage all the business and affairs of the Association.

In furtherance of the objects, but not otherwise, the Board may among others exercise the following powers:

- (a) power to raise funds and invite and receive contributions provided that in raising funds the Board shall not undertake any substantial permanent trading activities;
- (b) power subject to any consents required by law to borrow money and to charge all or any part of the property of the Association with repayment of the money so borrowed;
- (c) power to employ such staff (who shall not be members of the Board) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and super-annuation for staff and their dependants;

- (d) power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
- (e) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- (f) power to hold workshops, seminars and conferences solely, or in conjunction with other similar organisations in furtherance of the objects;
- (g) power to commission research in support of the objects and to publish the results of such research;
- (h) power to appoint and constitute such advisory and sub committees as the Board may think fit;
- (i) power to do all such other lawful things as are necessary for the achievement of the objects.

The Board may delegate any or several of its powers to the daily management, provided that the resolution to do so is passed by a majority of at least two thirds (2/3) of the votes cast.

- 10.2 Subject to the provision in paragraph 10.3 the Board may make contracts for the sale or transfer or encumbrance of registered property and agreements whereby the Association commits itself as joint and several debtor or warrants performance of obligations of a third party or provides security for a debt of a third party.
- 10.3 The Board shall require the prior approval of the General Meeting for entering into agreements whereby the Association commits itself as joint and several debtor or warrants performance of obligations of a third party or provides security for a debt of a third party.
- 10.4 The absence of the approval prescribed by paragraph 10.3 shall not affect or diminish the power to represent the Association vested in the Board or Board members.
- 10.5 The Chairman shall convene a meeting of the Board as frequently as he may think fit but not less than one (1) time each year. The Chairman shall also convene a meeting of the Board when so requested by two other Board members.
- 10.6 Notice convening the Board Meeting must be given to all Board members in writing upon not less than twenty-one days. The subjects to

be discussed and voted upon, time, date and place shall be stated in the notices.

- 10.7 The meeting of the Board shall be a lawfully convened executive body - and therefore legally qualified to pass resolutions - if at least fifty percent of the Board members or all the members of the daily-management are present or represented. A Board member may act as proxy for more than one (1) other Board member.
- 10.8 The Board meeting shall be presided by the Chairman, or if the Chairman is absent by the Vice-Chairman. If this Board member is also absent, the Board meeting shall be presided by a person designated by the Board members present from the Board members present.
- 10.9 All Board resolutions for which no larger majority of votes is prescribed by law or these Articles of Association must be passed by an absolute majority of the votes cast. If the voting for and against a proposal on business matters is equally divided the proposal shall be rejected. If the voting for and against a proposal for the election of persons is equally divided a drawing of lots shall decide.
- 10.10 The resolutions of the Board shall be recorded in minutes which shall be signed by the Chairman and the Secretary/Treasurer. At the commencement of every Board meeting the minutes of the preceding meeting shall be confirmed - after having been corrected if any correction is necessary - and approved.
- 10.11 Board members do not receive remuneration. However, expenses for travelling and lodging to attend Board meetings can be compensated, if requested and approved by the daily management.

Representation

Article 11

- 11.1 Save as may follow otherwise from applicable provisions of the law the power to represent the Association vests in the Board.
- 11.2 Furthermore, the power to represent the Association also vests in two Board members of the daily-management acting jointly.
- 11.3 The Board may resolve to give one or several of its members and/or others joint as well as individual power of attorney to represent the Association within the limits defined in that power of attorney.

GENERAL MEETING

Notice and venue of the General Meeting

Article 12

- 12.1 The Board shall convene a General Meeting as frequently as it may think fit or whenever pursuant to the law or the Charter it is required to do so, but at least once a year.
- 12.2 When so requested in writing by not less than such number of Delegates of the Association as combined represent one tenth (1//10e) of the total number of votes that can be cast at a plenary General Meeting, the Board must convene a General Meeting upon a term of notice not longer than two (2) months.
If the Board fails to comply with the request within fourteen (14) days of receipt thereof, the requesters themselves may convene the General Meeting in accordance with the provisions of paragraph 12.3.
- 12.3 Notice convening the General Meeting must be given to all Delegates of the Association in writing upon not less than four (4) weeks notice. The subjects to be discussed and voted upon, time, date and place, shall be stated in the notices.
- 12.4 If the General Meeting has been convened at shorter notice than the prescribed term of notice, the General Meeting may nevertheless validly pass resolutions unless the passing of resolutions is opposed by such number of the Delegates represented as combined are entitled to cast at that meeting at least one tenth (1/10) of the total number of votes. The provision in the first sentence of this paragraph shall apply mutatis mutandis to decision-making by the General Meeting on subjects which are not included in the agenda of the meeting.
- 12.5 The General Meetings shall be held in a place designated by the Board.

Admittance to and chairmanship of the General MeetingArticle 13

- 13.1 Entitled to admission to the General Meeting are the Delegates - with the exception of any Delegate who has been suspended - as well as the Board members. Admittance shall further be granted to any persons invited to attend by the Board and/or the General Meeting.
The Delegate who has been suspended shall have admittance to the General Meeting at which the resolution to suspend that Delegate or to lift or extend the suspension is on the agenda, and shall be entitled to address the meeting about that.
- 13.2 If any Delegate wishes to attend a General Meeting by proxy – i.e. to have another Delegate represent him - he must issue a written power of

attorney to that effect, which power of attorney must be presented to the chairman of the General Meeting concerned. A Delegate may act as proxy for more than one (1) other Delegate.

- 13.3 The General Meeting shall be presided by the Chairman, or if the Chairman is absent by the Vice-Chairman. If these Board members are also absent, the General Meeting shall be presided by a person to be designated by the Board, which person may or may not be a Board member. If no Board members are present, the General Meeting itself shall choose its chairman of the meeting.
- 13.4 The chairman shall determine the method by which votes shall be taken at the General Meeting. Votes on business matters - including proposals for suspension, dismissal or removal of persons - shall be taken by voice, but votes on the election of persons shall be taken by secret ballot, unless the chairman decides a different method of voting and none of the persons present at the meeting object to such different method of voting. Votes on the election of persons will always be taken separately and successively per office. At the election of persons only the number of votes in favour will be announced at the General Meeting; the Board will however keep record of the number of blank votes and votes against the election.
- 13.5 The finding as to the outcome of any vote pronounced by the chairman at the General Meeting shall be decisive. The same applies to the content of a resolution if the vote was taken on a proposal not recorded in writing.
- 13.6 Minutes of the business transacted at the General Meeting shall be kept by the secretary or by another person designated for that purpose by the chairman of the meeting. Copies of the minutes of General Meetings shall be sent by the secretary or by another person designated for that purpose by the chairman of the meeting to all Delegates of the Association or shall be published in the Associations newsletter.
- 13.7 The minutes shall be confirmed and approved at the next following General Meeting and signed in evidence thereof by the chairman of that General Meeting and by the person who has kept the minutes of that General Meeting.

Voting rights. Decision-making

Article 14

- 14.1 All Delegates, save any who have been suspended, shall have one (1) vote each at the General Meeting. The right to vote at the General Meeting vests in Delegates only.
- 14.2 All resolutions of the General Meeting for which no larger majority of votes is prescribed by law or this Charter must be passed by an absolute majority of the votes cast. If the voting for and against a proposal on business matters is equally divided the proposal shall be rejected. If the voting for and against a proposal for the election of persons is equally divided a drawing of lots shall decide. All Delegates must observe and comply with the resolutions of the General Meeting.
- If at an election vote taken between more than two nominees none of the nominees has obtained an absolute majority of votes in his favour, a second vote shall be taken between the two nominees in whose favour, if necessary after an interim vote, the largest number of votes had been cast.

Postal vote / voting by proxyArticle 15

- 15.1 A unanimous resolution by all who are entitled to vote at the General Meeting, even although they are not assembled at a meeting, shall have the same legal effect as a resolution of the General Meeting, provided that such resolution is passed with the Board's prior knowledge.
- 15.2 Furthermore, the Board can ask the General Meeting for a postal vote. A unanimous resolution passed through a postal vote shall have the same legal effect as a resolution of the General Meeting, provided that at least fifty percent of the Delegate's is in favour of a postal vote.

Financial year. Annual General MeetingArticle 16

- 16.1 The financial year of the Association is the calendar year.
- 16.2 Within six months from the end of every financial year, save where this term is extended by the General Meeting, at a General Meeting (the "Annual General Meeting") the Board shall present the annual report on the business and affairs of the Association and the management conducted in the past financial year. At the Annual General Meeting the Board shall also present to the meeting for approval the balance sheet and a statement of income and expenditure with notes (the "annual

accounts"). The presentation of the annual report, the balance sheet and a statement of income and expenditure can also take place in writing.

The annual accounts shall be signed by all Board members; if the signature of any of them is missing, that fact and the reason for such absence shall be stated.

- 16.3 Unless an auditor's report certifying that the annual accounts present a true and fair view is made and presented to the General Meeting by an accountant as referred to in Section 393 (1) of Book 2, each year the General Meeting shall appoint a committee to audit the annual accounts, which audit committee shall have at least two members and which members may not be Board members.

The Board shall send the annual accounts to the audit committee at least one month before the date on which the Annual General Meeting is to be held. The audit committee shall examine the annual accounts and shall report its findings to the General Meeting.

If the auditing committee believes that this inquiry requires special accounting expertise, the auditing committee may hire an expert to assist it at the Association's expense, subject to sufficient funds being available to meet these expenses.

The Board must give the audit committee all information it may request for the purposes of its examination, if requested must show the audit committee the cash and other property of the Association and enable the audit committee to inspect the books, records and other data carriers of the Association.

Alteration of Articles of Association

Article 17

- 17.1 The Articles of Association may be altered only by resolution of the General Meeting and provided that in the notice convening the General Meeting it has been announced that a proposal to alter the Articles of Association will be made at that meeting.
- 17.2 The person or persons who convene a General Meeting for the purpose of considering and deciding upon a proposal to alter the Articles of Association must at least thirty (30) days before the date of the meeting make available for inspection by the Delegates a copy of the proposal, containing the verbatim text of the proposed alteration, at a place convenient for that purpose where said copy is to remain open to inspection until the end of the day when the General Meeting is held.

- 17.3 A resolution of the General Meeting to alter the Articles of Association must be passed by a majority of not less than two thirds (2/3) of the votes cast.
- 17.4 An alteration of the Articles of Association shall not take effect until it has been recorded in a notarial deed.
Each Board member shall be authorised to cause the notarial deed of alteration of the Charter to be executed.
- 17.5 The provisions in paragraphs 17.1 and 17.2 shall not apply if at the General Meeting all persons entitled to vote are present or represented and the resolution to alter the Articles of Association is passed unanimously.
- 17.6 It shall be the duty of the Board and of its members individually to file at the office of the Chamber of Commerce where the Association is registered a certified copy of the deed of alteration of the Articles of Association and a copy of the complete text of the Articles of Association as it reads since its alteration.

Dissolution and Winding up

Article 18

- 18.1 The provisions in paragraphs 1, 2, 3 and 5 of Article 17 shall apply mutatis mutandis to a resolution of the General Meeting to dissolve the Association.
However, notice convening the General Meeting must be given not less than three months notice.
- 18.2 In its resolution referred to in paragraph 18.1 the General Meeting shall determine the purpose towards which the surplus assets remaining after satisfaction of all the Association's liabilities are to be applied, such purpose to be as consistent as possible with the objects of the Association.
- 18.3 The Association shall be wound up by the Board.
- 18.4 After the resolution to dissolve the Association, the Association shall continue in existence for such period of time as required to wind up its affairs and distribute its assets.
During the winding up the provisions of the Charter shall remain in force to the fullest possible extent. In documents and notices to be issued by the Association during the winding up the words "in liquidation" must be added to its name.

- 18.5 The Association shall cease to exist on the date when to the knowledge of the liquidators no assets of the Association remain un-disposed of. The liquidators shall give notice of the cessation of the Association's existence to the Chamber of Commerce where the Association is registered.
- 18.6 After the winding up has been completed the books, records and other data carriers of the dissolved Association shall remain in safe keeping for the period prescribed by law. The custodian of said documents shall be the person to be appointed for that purpose by the liquidators. Within eight days of commencement of his duty of safe keeping the custodian must provide his name and address to the Chamber of Commerce where the Association was registered.

Bye-laws

Article 19

- 19.1 Without prejudice to the provision in paragraph 11 of Article 9, the General Meeting may adopt and alter bye-laws regulating any subjects for which this Charter does not or not fully provide.
- 19.2 No bye-laws may contain any provisions which are in conflict with the law or in conflict with this Charter.
- 19.3 The provisions in paragraphs 1, 2, 3 and 5 of Article 17 shall apply mutatis mutandis to resolutions to adopt or to alter any bye-laws.

Committees

Article 20

The Board may create committees comprising one or more Delegates of the Association and other qualified individuals as appropriate. Such committees may perform inquiries and other activities designated by the Board. The committees may be created for such a period of time as the Board may consider necessary or advisable. The committees must give an accounting at least once annually to the Board.

Notices

Article 21

Any notice required to be served on any Delegate or member of the Board shall be in writing and shall be served by the secretary of the Board on any Delegate either personally, by sending it through the post (prepaid) addressed or by fax to such Delegate or member of the Board at his or her last known address, and any such letter so sent shall be deemed to have been received within twenty-two days of posting.

Choice of Law and Forum/Official Language

Article 22

- 22.1 The court having jurisdiction in Arnhem shall have the exclusive power to hear and decide on any dispute which may arise from or in connection with this Charter.
- 22.2 All legal consequences arising from this deed and Charter shall be governed by the law of the Netherlands.
- 22.3 The *Algemene Termijnenwet* [Extension of Time Limits Act] shall apply to the time periods stated in this deed and Articles of Association, except for the time periods mentioned in article 6.
- 22.4 The official language to be used within the Association shall be English.
- 22.5 The language to be used in the documents which shall be published externally by the Association shall be English and as far as required by Dutch law also in the language of the state where the Association has its registered office.