



2014.0334.0

1

60754249

1 278Eljy\;

## ESTABLISHMENT OF THE EUROPEAN PROSTHODONTIC ASSOCIATION

EP{ }A

Today, the twenty-third of May two thousand and fourteen, appeared before me, Mr Dirk-Jaap Post, notary in The Hague:

1. 'Professor Dr. Mutlu Ozcan, born in G\* T\* (*Details removed by the Chamber of Commerce*) on the seventeenth of June nineteen hundred and sixty-nine, unmarried and without a registered partner, residing at \* \* (*Details removed by the Chamber of Commerce*) , passport number \* (*Details removed by the Chamber of Commerce*) issued in Groningen on the twenty-first of December two thousand and ten

2. Dr. Raymond Roland Ransom Altman , born in S\* I\* (*Details removed by the Chamber of Commerce*) on the eighteenth of February nineteen hundred and fifty, married, residing at \* \* (*Details removed by the Chamber of Commerce*), Dutch driving licence number \* (*Details removed by the Chamber of Commerce*) , issued in The Hague on the fifth of December two thousand and eight.

The persons appearing hereby declare to establish an association and to adopt the following articles of association for that purpose:

### NAME AND REGISTERED OFFICE

Article 1.

The association bears the name: **European Prosthodontic Association (EPA)** and is established in the municipality of The Hague.

### PURPOSE

Article 2.

1. The association's objective is to promote knowledge and development in restorative dentistry in the broadest sense, both scientifically and socially, where necessary in collaboration with other disciplines within dentistry in particular and healthcare in general.
2. It seeks to achieve this goal by:
  - a. holding meetings and organising courses, lectures and conferences to discuss topics related to its objective;
  - b. promoting and supporting activities related to restorative dentistry;
  - c. encouraging training programmes for specialist dentists in the relevant fields;
  - d. in any other lawful manner.
  - e.



2014.0334.0

2

## **DURATION**

Article 3.

The association is established for an indefinite period.

## **MEMBERSHIP**

Article 4.

1. The association has members;
2. Members are natural persons who are professionally involved in restorative dentistry and who have registered as members with the board and have been admitted to the association as such by the board.

Article 5

Membership is personal and therefore not transferable or assignable.

Article 6.

1. Membership shall end:
  1. upon the death of the member. If a legal entity is a member of the association, its membership shall terminate when it ceases to exist;
  2. upon termination by the member;
  3. by termination by the association;
  4. by expulsion.
2. Termination of membership by the member can only take place at the end of an association year, provided that it is in writing and with due observance of a notice period of at least four weeks. Nevertheless, immediate termination of membership by notice of termination is possible if it cannot reasonably be expected that the membership should continue.  
If notice of termination has not been given in time, membership shall continue until the end of the next association year.
3. Termination of membership by the association may also only take place at the end of an association year. Termination shall be effected by the board, in writing and with due observance of a notice period of at least four weeks. Termination of membership by the association can only take place in the cases specified by law. The provisions of the last two sentences of the previous paragraph apply mutatis mutandis.
4. Expulsion from membership can only be pronounced if a member acts in contravention of the articles of association, regulations or decisions of the association, such as in the case of failure to pay despite a payment reminder or late payment by the member of his annual contribution, or when a member unreasonably prejudices the association. Expulsion shall be effected by the board, which shall inform the member concerned of the decision as soon as possible, stating the reasons. The person concerned is entitled to appeal to the general meeting within one month of receiving the notification.



2014.0334.0

During the appeal period and pending the appeal, the member shall be suspended. The decision of the general meeting to expel the member must be taken by a majority of at least two-thirds of the votes cast. The provisions of Article 4, paragraph 2, last sentence, shall apply mutatis mutandis.

5. If membership ends during the course of an association year, the member shall nevertheless remain liable for the full annual contribution.

## **DONORS**

Article 7.

Donors are those who make an annual financial contribution to the association, the minimum amount of which is determined by the general meeting.

## **FUNDING**

Article 8.

1. The association's funds consist of the annual contributions from ordinary members and donors, any entrance fees, bequests, bequests, donations and other income.
2. Each member is required to pay an annual fee, the amount of which is determined by the general meeting. The general meeting may set different amounts for different categories of members.  
Except in cases where the general meeting expressly determines that honorary members are also subject to the aforementioned contribution obligation, they are exempt from this obligation.
3. New members are required to pay an entrance fee, the amount of which is determined by the general meeting.

## **BOARD**

Article 9.

1. The board consists of at least three and at most seven persons, who appoint a chairperson, a vice-chairperson, a secretary and a treasurer from among their number. They form the executive committee.
2. The directors are appointed by the general meeting from among the members of the association. The general meeting also determines the number of directors.
3. Directors may be suspended or dismissed by the general meeting at any time, stating reasons. In the event of suspension or dismissal, the general meeting shall decide by a majority of two-thirds of the votes cast.
4. If, in the event of the suspension of a director, the general meeting has not decided on his dismissal within three months, the suspension shall end. The suspended director shall be given the opportunity to justify himself at the general meeting and may be assisted by a legal adviser.



2014.0334.0

4

5. Directors are appointed for a maximum period of six years.  
A year is defined as the period between two consecutive annual general meetings.  
The directors shall resign in accordance with a schedule to be drawn up by the board; a director who resigns in accordance with the schedule shall be immediately eligible for reappointment. Existing vacancies shall be filled as soon as possible.
6. A board that is not complete remains authorised to act.

#### Article 10.

The board is responsible for managing the association. The executive committee is responsible for the day-to-day management of the association. The board may, until further notice, delegate tasks and powers to the executive committee.

The board is, subject to the provisions of paragraph 3 of this article, also authorised to conclude agreements to acquire, dispose of or encumber registered property and to conclude agreements whereby the association acts as guarantor or joint and several co-debtor, vouches for a third party or undertakes to provide security for a debt of a third party. The board requires the approval of the general meeting for entering into agreements whereby the association acts as guarantor or joint and several co-debtor, vouches for a third party or undertakes to provide security for a debt owed by a third party.

#### Article 11.

1. The board represents the association in and out of court.
2. The power of representation also rests with two members of the executive committee acting jointly.

The board may decide to grant power of attorney to one or more directors, as well as to others, both jointly and severally, to represent the association within the limits of that power of attorney.

### **COMMITTEES AND WORKING GROUPS**

#### Article 11A.

The board may establish or dissolve ad hoc or permanent committees and working groups. Committees may be tasked with duties relating to internal organisation. Committees may be composed of board members and/or other members. Working groups may be tasked with substantive duties arising from the objectives. Working groups may be composed of board members, other members and third parties. The internal regulations set out further rules regarding committees and working groups.

### **THE GENERAL MEETING**

#### Article 12.

1. The general meetings shall be held in the municipality to be determined by the board.
2. At least one general meeting shall be held each year, within six months of the end of the association's financial year, which coincides with the calendar year, unless this period is extended by the general meeting. At this general meeting, the board



shall present its annual report and, by presenting a balance sheet and a statement of income and expenditure, as well as other necessary documents, renders account for its management during the past association year.

3. Each year, the general meeting appoints a committee to examine the documents referred to in the previous paragraph, which committee consists of at least two members who may not be part of the board. The board submits the documents to the committee at least one month before the date on which the general meeting will be held at which they will be discussed. The committee shall examine these documents and report its findings to the general meeting.

If, in the opinion of the committee, this examination requires special accounting knowledge, it may, at the expense of the association, seek the assistance of an expert.

4. The board is obliged to provide the committee with all the information it requests information requested by the committee, to show it the cash and valuables if requested, and to allow it to inspect the association's books and records.

#### Article 13.

1. In addition to the general meeting referred to in the previous article, general meetings shall be convened by the board as often as it deems desirable.
2. Upon written request from at least a number of members authorised to cast one tenth of the votes in a full general meeting, the board is obliged to convene a general meeting within a period of no longer than four weeks. If the request is not complied with within fourteen days, the requesters may themselves proceed to convene the general meeting.
3. The general meeting shall be convened by written notice to those entitled to vote at least seven days in advance. days. The notice of meeting shall state the items to be discussed.
4. If no written notice of the general meeting has been given, the general meeting may nevertheless take valid decisions, provided that at least such number of persons entitled to vote are present at the meeting as are entitled to cast half the number of votes that may be cast at a full meeting and that none of them, nor the board, objects to decision-making. If the general meeting was convened at shorter notice than the prescribed period, the general meeting may nevertheless take valid decisions, unless a number of those present who are entitled to cast one-tenth of the votes at that meeting of the votes cast in that meeting. The provisions of the first sentence of this paragraph shall apply mutatis mutandis to decisions taken by the general meetings on items not included in the agenda.

#### Article 14.

1. Members, persons who are part of the association's bodies, and those invited by the general meeting are entitled to attend the general meeting.
2. Members are entitled to vote at the general meeting. Each of them has



2014.0334.0

6

one vote. Each person entitled to vote is authorised to cast their vote through another person entitled to vote who has been authorised in writing to do so.

A person entitled to vote may act as proxy for a maximum of two persons.

3. A unanimous decision by all those entitled to vote at the general meeting, even if they are not present at the meeting, has the same force as a decision of the general meeting, provided that the board has been informed in advance.
4. The chairperson determines the manner in which votes are cast at the general meeting.
5. All decisions for which no larger majority is prescribed by law or by these articles of association shall be taken by an absolute majority of the votes cast. In the event of a tie, the proposal shall be rejected. If there is a tie in the election of persons, the decision shall be made by lot. If, in an election between more than two persons, no one has obtained an absolute majority, a second ballot shall be held between the two persons who received the highest number of votes, if necessary, after an intermediate ballot.

Article 15.

1. The general meetings shall be chaired by the chairperson or, in his absence, by the vice-chairperson and, in his absence, by the oldest director present. If no directors are present, the meeting shall provide its own chair.
2. The opinion expressed by the chairperson at the general meeting that a decision has been taken by the meeting shall be decisive. The same shall apply to the content of a decision taken, insofar as a vote was taken on a proposal that was not recorded in writing.
5. Minutes of the general meeting shall be kept by the secretary or by a person appointed by the chairperson. These minutes shall be approved at the same or the next general meeting and signed by the chairperson and the secretary of that meeting as evidence thereof.

## **AMENDMENT OF THE ARTICLES OF ASSOCIATION**

Article 16.

1. The articles of association may only be amended by a resolution of the general meeting, which shall be convened with the notice that an amendment to the articles of association will be proposed at that meeting.
2. Those who have convened the general meeting to discuss a proposal to amend the articles of association must, at least five days before the date of the meeting, make a copy of that proposal, in which the proposed amendment is included verbatim, available for inspection by the members at a suitable location until the end of the day on which the meeting was held.
3. Amendments to the articles of association may only be decided by the general meeting with a majority of at least two-thirds of the votes cast.



4. The amendment to the articles of association shall only take effect after a notarial deed has been drawn up.
5. The provisions of paragraphs 1 and 2 of this article shall not apply if all persons entitled to vote are present or represented at the general meeting and the resolution to amend the articles of association is passed unanimously.
6. The directors are obliged to deposit an authentic copy of the deed of amendment to the articles of association and a complete continuous text of the articles of association, as they read after the amendment, at the office of the trade register kept by the Chamber of Commerce and Industry.

## **DISSOLUTION AND LIQUIDATION**

### Article 17.

1. The provisions of Article 16, paragraphs 1, 2, 3 and 5 shall apply mutatis mutandis to a resolution of the general meeting to dissolve the association.
2. In its resolution referred to in the previous paragraph, the general meeting shall determine the allocation of the surplus balance, as far as possible in accordance with the purpose of the association.
3. Unless the general meeting decides otherwise, the liquidation shall be carried out by the board.
4. After dissolution, the association shall continue to exist insofar as this is necessary for the liquidation of its assets.  
During the liquidation, the provisions of the articles of association shall remain in force as far as possible. In documents and announcements issued by the association, the words "in liquidation" must be added to its name.

### Article 18.

1. The general meeting may adopt one or more sets of regulations governing matters not covered or not fully covered by these articles of association.
2. A regulation may not contain any provisions that are contrary to the law or these articles of association.
3. The provisions as set out in Article 16(1), (2) and (5) shall apply mutatis mutandis to decisions establishing and amending regulations.

## **FINAL PROVISIONS**

### Article 19

1. In all cases not provided for by law or these articles of association, the board shall decide.
2. In these articles of association, 'in writing' means any message conveyed via the usual channels of communication, which is evidenced in writing.
3. The first financial year of the association shall end on the thirty-first of December two thousand and fourteen.

## **FINAL DECLARATION**



2014.0334.0

Finally, the persons present declared that upon this incorporation:

- a. The association's first address is: Frankenslag 345, 2582 HP The Hague;
- b. the first board consists of two (2) directors;
- c. for the first time, the directors, in the positions stated after their names, are:
  1. named Professor Mutlu Özcan, as chairperson and secretary;
  2. the aforementioned Raymond Roland Ransom Altman, as treasurer

#### FINAL DEED

The identity of the persons appearing, known to me, the notary, has been established by me on the basis of their identity documents.

This deed was executed in The Hague on the date stated at the beginning of this deed.

After a factual statement of the contents of this deed to the persons concerned and an explanation thereof, they have declared that they have taken note of the contents of this deed and do not wish it to be read out in full.

This deed was then signed, after limited reading, by the persons present and myself, the notary.



(Names and Signatures) *(Details removed by the Chamber of Commerce)*