

45570/RWB/II

Deed containing the
Amendment of the Articles of Association
Of the association
The Council of European Professional Informatics Societies (CEPIS)

This day, the first day of June two thousand and sixteen, personally appeared before me, Johannes Schouten, civil-law notary having offices in Amsterdam:

Marinus de Waal, in this matter residing at 1051 LH Amsterdam, Haarlemmerweg 333, born in 's-Hertogenbosch on the nineteenth day of January nineteen hundred and seventy-nine.

The person appearing declared:

Pursuant to the minutes of the Extra-ordinary General Meeting of Members of The Council of European Professional Informatics Societies, a association incorporated under the laws of the Netherlands, having its registered office at Amsterdam, and its address at Avenue Roger Vandendriessche, 18/BP9 B-1150 Brussels, Belgium (the "**Association**") has resolved to amend the Company's articles of association and to authorise the person appearing to execute and sign the aforementioned deed of amendment of the articles of association.

Based on the foregoing, the person appearing declared to amend the articles of association of the Association as follows:

CONSTITUTION

Constitution

Article 1: NAME, SEAT and DURATION

- 1.1 The Association bears the name: **The Council of European Professional Informatics Societies**, abbreviated to **CEPIS**.
- 1.2 The legal seat of CEPIS is Amsterdam.
- 1.3 CEPIS is founded as an association under Dutch law, as a result of which its articles will also be subject to Dutch law.
- 1.4 CEPIS is founded for an indefinite period of time.

Article 2: MISSION and OBJECTIVES

- 2.1 CEPIS is founded as a non-profit organisation for purposes reflected in the following mission Statement:

'To provide a coordinated European voice that is able to represent to European Institutions the views of European informatics professionals on major issues'. Such purposes shall not prejudice the non-profit status of the Member Societies of CEPIS.

- 2.2 The objectives of CEPIS are as follows:
 1. To promote in the countries of Europe:
 - * the common interest of the national informatics communities;
 - * the free movement of informatics professionals and their right to establish themselves in the countries of Europe;
 - * the informing of responsible authorities on all matters concerned with the publication of European Community directives, regulations, projects and all other proposals and decisions which might affect informatics professionals;
 - * the liaison between and discussion with European Institutions and recognised European bodies representing and sharing other interests, thus providing opportunities for convergence and cooperation with informatics professionals;
 - * the coordination of regulations and legislation under which the informatics profession is practised;
 - * the mutual recognition of professional informatics qualifications and the encouragement of compliance with a code of professional conduct;
 - * the scientific and technical cooperation in the field of informatics and its exploitation;
 - * the strengthening of professionalism of all those involved including students, practitioners and managers by means of permanent education and training in the field of informatics;

- * the sponsorship of activities which inform on and illuminate matters of mutual interest and/or matters which form an essential or societal point of view are of interest.
- 2. To advise on and contribute to the development of European legislation in the light of the continuing evolution of informatics in accordance with the missions and objectives of CEPIS.
- 3. To stimulate the application of informatics in way that will improve the quality of life and will provide benefits to European society at large.

Article 3: MEMBERSHIP

3.1 Categories of membership

The association recognises the following categories of membership:

- * full members;
- * ordinary members;
- * affiliate members.

- 3.2 Only full members are members within the meaning of the law and are qualified to vote. Whenever these articles refer to members, all categories of members are meant, unless laid down otherwise.

3.3 Membership categories

- 3.3.1 Full membership is open to a national professional informatics society, or to a national association of such societies, constituted mainly of individual members, with the restriction that there shall be only one full membership for each member state in the Council of Europe.
- 3.3.2 Ordinary membership is open to a national professional informatics society from a member state in the Council of Europe even if that member state is already represented in CEPIS by a full member.
- 3.3.3 Affiliate membership is open to pan-European and other international organisations in support of cooperative relations and mutual recognition in the professional field of informatics.

3.4 Criteria for admission

- 3.4.1 The Council decides on the admission of new members of all categories on the basis of the following criteria:
- a. their ability to represent nationwide professional, scientific and technical informatics interests;
 - b. their ability to fulfil the mission and objectives of CEPIS;
 - c. in the case of affiliate membership, their ability to add value to CEPIS activities and to strengthen mutual recognition.
- 3.4.2 Admission of a society from a state which is a member of or which has applied for membership of the Council of Europe, and where in either case that state is already represented by a full member or any other category of membership of CEPIS, shall

require the agreement of the CEPIS members of that state. In case such an agreement cannot be reached, the Council shall be informed. After due consultation with the parties involved, the Council shall provide a binding decision.

3.5 Obligations of members

All members are required to support fully the mission and objectives of CEPIS, to attend Council meetings and to participate in CEPIS activities. All categories of CEPIS members are required to pay their membership fees on time and to promote the role and reputation of CEPIS in their national professional informatics communities and throughout Europe as a whole.

The annual financial liability of each member is limited to the membership fee payable to CEPIS.

3.6 Termination of membership

Without prejudice to the provision in law, membership of any category of member shall be terminated under the following circumstances:

- a. by the member giving at least six months' written notice, such notice to expire at the end of the current fiscal year
- b. by CEPIS giving written notice, laid down by the Council on the basis of at least a two-thirds majority of the votes. Such notice can be given:
 - * in case of bankruptcy and other comparable circumstances which can cause CEPIS or the profession to be brought into disrepute;
 - * in case of being more than one year in arrears with payment of membership fees;
 - * in case the requirement for membership as laid down in these articles are not being fulfilled.
- c. by a decision to expel a member, arrived at by the Council on the basis of at least a two-thirds majority of the votes.

In case membership ends in the course of a fiscal year, the annual membership fee shall nevertheless be payable in its entirety. A member is not entitled to terminate membership in the case of alteration of financial rights and obligations of the members, save in the way laid down above (subparagraph a) with regard to notice expiring at the end of a fiscal year.

Article 4: ORGANISATION, STRUCTURE and VOTING

4.1 Council

4.1.1 Authority

The Council shall enjoy all powers that are not by virtue of the law or by virtue of these articles exercised by other organs of CEPIS.

4.1.2 Composition

The Council shall consist of delegates of the full members. Each full member may send no more than three delegates. One observer from each affiliate member may also attend. The Council may, at its discretion, invite guests to attend.

4.1.3 Quorum

The Council shall be able to conduct business provided that a quorum of at least half of all full members are present or represented by proxy, without prejudice to the provisions with regard to amendment of the articles of association and dissolution. If this proviso is not met, and subject to all full members receiving one month's advance notice, another Council meeting shall be convened within three months. For this second meeting no quorum shall be required on the understanding that decisions can be taken only on matters on the agenda as originally published.

4.1.4 Voting

Only full members shall be entitled to vote. Other categories of membership shall have no vote. Each full member shall have one vote. This vote can be cast by the full member through one of its delegates, unless the full member has duly appointed a proxy to exercise his vote. No full member is permitted to carry more than two proxies. Voting shall be by show of hands, unless the President of the Council decides otherwise. Voting on persons shall be by closed and anonymous ballot papers, on the understanding that voting by acclamation is permitted. Invalid and blank votes shall be held not to have been cast. Decisions shall be taken with an absolute majority of votes of the full members, unless these articles prescribe a larger majority.

4.2 Board of Directors

4.2.1 Authority

Save restrictions imposed by these articles or by law, the Board of Directors is responsible for governing CEPIS.

The Council is authorised to submit to its approval such resolutions of the Board of Directors as are clearly defined in a resolution of the Council to that effect. A resolution of the Council as meant in the preceding sentence can also be laid down by way of a regulation in the sense of Article 11. The Board of Directors is authorised to enter into agreements as referred to in Section 44, paragraph 2 of Book 2 of the Civil Code, subject to the Council's approval (which authorisation or approval will remain without external effects).

4.2.2 Composition

The Board of Directors shall consist of six ordinary members and the President. Each member of the Board of Directors shall be allocated responsibilities. Unless the Council decides otherwise, no member of the Board of Directors shall receive remuneration.

4.2.3 Election

The members of the Board of Directors shall be appointed from the company of full members by the Council. Each full member is entitled to put forward one or more CEPIS candidates for appointment as a member of the Board of Directors. Such a candidature is not binding. Each member of the Board of Directors shall hold his seat for three years in accordance with the retirement schedule and can be re-elected once for a subsequent period of three years. A

resigned member of the Board of Directors who served two subsequent periods can be re-elected again at least one year after his retirement.

Each year two members of the Board of Directors will retire in accordance with the retirement schedule.

Election of the ordinary members of the Board of Directors will take place at Autumn Council. All full members will vote for the number of candidates for which there is a vacancy. The members will select two candidates from the list of eligible candidates and the two candidates with the highest total vote will be elected.

Election of the President will take place at Spring Council. The newly elected President will start his first term as of the Autumn Council. The retiring President will serve until the Autumn Council of the relevant year of his retirement.

If a member of the Board of Directors fails to complete his three year term Council shall elect (at a meeting) a successor, said appointee to serve the balance of the original term plus the following term, to be considered an initial term.

A member of the Board of Directors may at all times be dismissed or suspended by the Council by a majority vote.

4.3 Subordinate bodies

On the advice of the Board of Directors the Council shall be authorised to establish subcommittees, task forces and other subordinate bodies as may be necessary to achieve the mission and objectives of CEPIS. These subordinate bodies shall be active under the supervision of the Board of Directors, to which they give account both on request and on their own initiative.

4.4 Permanent Secretariat

The Council may authorise the Executive to appoint such staff as it deems necessary, consistent with CEPIS Mission and Objectives, and in support of CEPIS projects, products, activities and secretarial tasks.

4.5 Representation

The Board of Directors is authorised to represent CEPIS in and outside court. Two members of the Board of Directors acting jointly and duly appointed by the Board of Directors for such purpose have full power to represent CEPIS.

Article 5: FINANCE

5.1 The Membership fee is to be paid in the first quarter of a fiscal year. The fiscal year of CEPIS shall be from 1 January to 31 December.

5.1.1 Full members shall pay an annual membership fee based on a scale set down annually by the Council at the meeting at which the budget for the year to come is determined.

5.1.2 Ordinary members shall, unless agreed otherwise, each pay an equal proportion of forty percent (40%) of the full member scale fee, depending on the number of ordinary members from one and the same country.

5.1.3 Affiliate members shall pay a fee decided on by the Council.

- 5.2 If membership fees are not paid on time the Board of Directors may suspend the member involved until payment is made. While suspended the member involved shall not be allowed to exercise its membership rights.
- 5.3 Funds shall be held in Euro at a bank institution decided upon by the Board of Directors in a country approved by the Council.
- 5.4 Within six months following the end of each fiscal year the Board of Directors shall present an annual report on the state of affairs of CEPIS and its policies at the Council meeting. It shall also submit to Council for approval the balance sheet and a statement of assets and liabilities with explanatory notes. These documents shall be signed by the members of the Board of Directors; if the signature of one of them is missing, such is stated giving reasons for it being so. Upon expiration of the agreed term any member of CEPIS can rightfully demand from the united members of the Board of Directors that they fulfil these obligations.
- 5.5 Concerning the faithfulness of these documents, if no certificate from an accountant as meant in section 393, paragraph 1 of Book 2 of the Civil Code can be submitted to the Council, Council shall appoint an auditing committee of a minimum of two members who are not a member of the Board of Directors. Each member will be appointed for a two-year term with overlapping periods of office. Said auditing committee shall examine the documents referred to in article 5.4 and shall communicate its findings to the Council.
- The Board of Directors is bound to provide the auditing committee with all the information asked for, to grant the auditing committee access to the funds and the shares, and to grant the auditing committee leave to inspect the books and records of the association.
- 5.6 The Board of Directors is obliged to maintain records of the documents referred to in article 5.4 for a period of ten years.
- 5.7 The Board of Directors shall be responsible for drawing up the annual draft estimate of receipts and expenses for the fiscal year to come, and for submitting said estimate to the Council to be decided on.

Article 6: FREQUENCY OF MEETINGS

- 6.1 A Council meeting shall be held every six months, in the spring and autumn of each year. The spring meeting is the meeting as referred to in article 5.4. At the written request of more than a two-thirds majority of all full members, the Board of Directors can decide to cancel a Council meeting, on the understanding that there shall be at least one Council meeting every fiscal year and without prejudice to what is laid down in article 5.4.
- 6.2 At the written request of at least such a number of full members as is entitled to cast ten percent (10%) of all votes in the Council, the Board of Directors shall be bound to call a Council meeting within four weeks. If such a request is not complied with within

fourteen days, the requesters themselves shall be authorised to call a Council meeting in the way in which the Board of Directors convenes the members for a Council meeting or by means of an advertisement in at least one newspaper that is widely read at the domicile of the association.

Article 7: OFFICIAL LANGUAGE

As far as such is admissible in accordance with the law all documents concerning CEPIS shall be put in English.

Article 8: CHAIRMANSHIP, CONVOCATION, AGENDA and MINUTES OF COUNCIL

- 8.1 The Council is chaired by the President and is conducted in the way that shall be determined by the Council on the advice of the Board of Directors, such with due regard for the law and for these articles.
- 8.2 Convocations for meetings and agendas shall be distributed to the members in writing by electronic mail, or if that is not possible, by regular mail, not less than one month and not more than two months in advance of the date of the meeting concerned, such without prejudice to what is laid down in articles 6.2, 9.1 and 10.1.
- 8.3 Minutes shall be taken and shall be sent to the members within one month following the meeting to which they apply.

Article 9: CHANGES TO THE ARTICLES

- 9.1 The Articles of CEPIS cannot be amended unless by resolutions taken in a Council meeting. Said Council must be convened at least two months prior to the date of the meeting, informing members, furthermore, that the meeting is called to discuss changes to the Articles.
- 9.2 Moreover, the text of the proposed changes to the Articles shall be brought to the notice of the full members simultaneously with the convocation of the meeting. In addition, a copy of the said proposals and the full and unabridged text of the proposed changes shall be available for perusal by the full members at a place suitable to that end for a period of at least five days prior to the day of the meeting until the end of the day of the meeting.
- 9.3 A decision to change the Articles shall require at least a two-thirds majority of valid votes, which can be cast by full members only. If the condition referred to in the preceding sentence is not fulfilled, but if an absolute majority of those entitled to vote support the proposal, the proposal to change the Articles may still be ratified at a subsequent Council meeting, to be called in compliance with article 9.1, by an absolute majority of votes cast by members entitled to vote.
- 9.4 Changes to the Articles will not become effective until a notarial act has been drawn up. Each member of the Board of Directors is entitled to have such an act drawn up.
- 9.5 Changes to the Articles are to be notified to the appropriate European Institutions.

Article 10: DISSOLUTION

- 10.1 CEPIS can be dissolved by a decision of the Council. That which is laid down in articles 9.1, 9.2 and 9.3 has bearing on dissolution too, on the understanding that such a meeting must be called at least six months prior to the date of the meeting.
- 10.2 In the event of dissolution the Council shall at the suggestion of the Board of Directors decide on the destination of any surplus assets.
- 10.3 In the event of dissolution of CEPIS for whatever reason, the full and ordinary members shall be bound to cover in aliquots the cost of any liability of CEPIS, which liability shall be limited to the total assets vested in CEPIS at the time of dissolution. The contributions referred to in the preceding sentence shall be determined with obligatory effect by an accountant (as referred to in section 393, paragraph 1, Book 2 of the Civil Code) appointed by Council at the suggestion of the Board of Directors. The accountant shall also be entrusted with the settlement of the accounts.
- 10.4 Following its dissolution CEPIS shall continue to exist as long as is necessary for the settlement of its accounts. In announcements and letters sent out by CEPIS the words 'in liquidation' are to be added to the name.

Article 11: REGULATIONS

- 11.1 The Council can lay down Regulations to regulate matters for which no or incomplete rules have been laid down in the present articles. Such regulations will be written down in the form of Standing Orders and may not be in conflict with the law - even where there is no imperative law - or with the present articles.
- 11.2 That which is laid down in articles 9.1, 9.2 and 9.3 of these Articles does also hold for the specifying or changing of Regulations.

The persons appearing is known to me, civil-law notary.

WITNESSED THIS DEED, the original of which was drawn up and executed in Amsterdam on the date first written above.

Prior to the execution of this deed, I, civil law notary, informed the appearing person of the substance of the deed and gave him an explanation thereon, and furthermore pointed out the consequences which will result for the party from the contents of this deed.

Subsequently, the appearing person declared to have taken note of the contents of this deed after timely being given the opportunity thereto and waived a full reading of this deed.

Immediately after a limited reading, this deed was signed by the appearing person and me, civil law notary.