



AKTE VAN WIJZIGING

DEED OF AMENDMENT
(unofficial translation)

van de statuten van

of the articles of association of

**EUROPESE VERENIGING VAN DIERENTUINEN
EN AQUARIA
(EUROPEAN ASSOCIATION OF ZOOS AND
AQUARIA)**

**EUROPESE VERENIGING VAN DIERENTUINEN
EN AQUARIA
(EUROPEAN ASSOCIATION OF ZOOS AND
AQUARIA)**

Akte van 20 december 2018

Deed of 20 December 2018

Amsterdam

Brussel

Londen

Luxemburg

New York

Rotterdam

NOTE: THIS IS A TRANSLATION INTO ENGLISH OF THE OFFICIAL DUTCH VERSION OF THE ARTICLES OF ASSOCIATION (*STATUTEN*) OF AN ASSOCIATION (*VERENIGING*) UNDER DUTCH LAW. IN THE EVENT OF A CONFLICT BETWEEN THE ENGLISH AND DUTCH TEXTS, THE DUTCH TEXT SHALL PREVAIL.

**DEED OF AMENDMENT TO THE ARTICLES OF ASSOCIATION
EUROPESE VERENIGING VAN DIERENTUINEN EN AQUARIA
(EUROPEAN ASSOCIATION OF ZOOS AND AQUARIA)**

On this day, the twentieth day of December two thousand and eighteen, there appeared before me, Wijnand Hendrik Bossenbroek, civil-law notary practising in Amsterdam:

Daniël Michel Hagelstein, employed at the offices of me, civil law notary, located at 1082 PR Amsterdam, the Netherlands, Beethovenstraat 400, born in Wageningen, the Netherlands, on the twenty-fifth day of August nineteen hundred ninety-three.

The person appearing declared that the general meeting of **Europese Vereniging van Dierentuinen en Aquaria (European Association of Zoos and Aquaria)**, an association (*vereniging*), having its corporate seat in Amsterdam (address: 1018 CZ Amsterdam, Plantage Kerklaan 38-40, trade register number: 33300056), hereinafter referred to as the "**Association**", in the general meeting of members of the Association, held at Athens, Greece on the twenty-first day of September two thousand eighteen has resolved to amend the Association's articles of association in their entirety, which resolution is evidenced by an extract of the minutes of the aforementioned meeting of which a copy shall be attached to this Deed (the "**Minutes**").

The Association's articles of association were last amended on the twenty-ninth day of September two thousand and six, before Frits Willem Oldenburg, at that time civil law notary in Amsterdam. By way of implementation of the above resolution, the person appearing declared that the articles of association of the Association are amended in their entirety, as set out below:

ARTICLES OF ASSOCIATION (*STATUTEN*)

DEFINITION

Article 1.

The following terms and expressions in these articles of association shall have the following meanings:

- a. **Association:** the legal entity to which these articles of association relate.
- b. **Council:** the management board of the association.
- c. **EAZA Codes:** the internal EAZA codes, standards and sanctions containing rules of conduct further governing the members of the association and the corporate bodies of the association, as applicable, to which the members are bound, as part of the bylaws of the association further referred to in article 27.
- d. **Executive Committee:** the daily management board of the association.
- e. **Executive Office:** the management (*directie*) of the association.
- f. **General Meeting:** the general meeting of full members of the association.
- g. **Non-Public collections:** permanent establishments holding animals of wild species where

there is no public visitation or limited public visitation.

- h. Zoos and Aquaria:** permanent establishments open to and administered for the public where animals of wild species are kept to promote *in situ* nature conservation, through the provision of education, information and recreation and the facilitation of research.

NAME AND SEAT

Article 2.

1. The association bears the name: **Europese Vereniging van Dierentuinen en Aquaria.**
2. The association is allowed to use the following trade names:
 - a. EAZA; and
 - b. European Association of Zoos and Aquaria.
3. The association has its corporate seat in Amsterdam.
4. English is the language of the association.

OBJECTS

Article 3.

1. The objects of the association are:
 - a. to promote co-operation for the furtherance of wildlife conservation, through internationally coordinated population management programmes of wild animals and *in situ* conservation;
 - b. to facilitate co-operation for the furtherance of professional quality in keeping animals and presenting them for the education of the public;
 - c. to contribute to scientific research and to the conservation of global biodiversity;
 - d. to stimulate, facilitate and co-ordinate the community's efforts in education, conservation and scientific research; and
 - e. to represent the interests of its members.
2. The association endeavours to achieve the objects mentioned in paragraph 1 of this article in part by advising and lobbying at the European Parliament, the European Commission and other relevant European and International governmental organisations and non-governmental organisations.
3. The association does not intend to make a profit.

MEMBERSHIP-FULL MEMBERSHIP

Article 4.

1. Membership of the association is divided into the following different categories:
 - a. full membership, as further described in this article 4;
 - b. associate membership, as described in article 5;
 - c. candidate for membership, as described in article 6;
 - d. temporary membership, as described in article 7;
 - e. corporate membership, as described in article 8; and
 - f. honorary membership, as described in article 9.
2. Full membership of the association can only be awarded to Zoos and Aquaria located in a European country. If the General Meeting decides so, further to adequate deliberations, full membership of the association can also be awarded to Zoos and Aquaria situated in a country outside of Europe. Further considerations for full members are laid down in the

- EAZA Codes and in the further bylaws of the association, as applicable.
3. Full membership of the association can only be awarded to legal entities.
 4. The Executive Office shall maintain on behalf of the Council a register recording the names and addresses of all full members, associate members, candidates for membership, temporary members, corporate members and honorary members.
 5. Each member is obliged to inform the association in writing regarding its address and any change thereto. This address remains valid towards the association as long as the member has not notified the association in writing of another address.
All consequences and risks of a member not notifying the Council of its address and any changes thereto will be borne by the member.
 6. Only full members as described in this article 4 are considered members in the sense of the law. Where in these articles of association is referred to members without further indication, members in all different categories as referred to in the first paragraph of this article are referred to.
 7. All members of the association are obliged to observe the provisions of these articles of association as well as the EAZA Codes to the extent that the provisions included therein apply to the respective membership category.

ASSOCIATE MEMBERSHIP

Article 5.

1. Associate membership can, at the discretion of the Council, be awarded to any individual, professional organisation or any other institution.
2. Associate membership can be awarded to any individual, professional organisation or any other institution located in any country, whether inside or outside of Europe.
3. Commercial entities as referred to in article 8 paragraph 1 cannot be associate members.
4. Further considerations for associate members are laid down in the EAZA Codes and in the further bylaws of the association, as applicable.

CANDIDATE FOR MEMBERSHIP

Article 6.

1. Candidates for membership can only be Zoos and Aquaria which have not previously been a member of the association for the last five (5) years prior to the application for candidate for membership and are located in a European country, but which do not meet the standards as mentioned in article 10 paragraph 2, but of which the Council bears the expectation that they can attain these standards within five (5) years or an alternative time period to be fixed by the Council upon the application for candidate for membership. If the General Meeting decides so, further to adequate deliberations, candidate for membership of the association can also be awarded to Zoos and Aquaria situated in a country outside of Europe.
2. Candidate for membership can only be awarded to legal entities.
3. Candidates for membership will be entitled to obtain limited support services from the association. The Council will fix an appropriate fee to be charged to the candidates for membership to cover the costs in providing these services. Both the limited services and the fees can be varied by the Council.

4. In particular, candidates for membership are not automatically authorised to participate in EAZA Population Management Programmes (EEPs). Further considerations for candidates for membership are laid down in the EAZA Codes and in the further bylaws of the association, as applicable.

TEMPORARY MEMBERSHIP

Article 7.

1. Temporary members can only be Zoos and Aquaria which are located in a European country, but which do not meet the standards as mentioned in article 10 paragraph 2, but of which the Council bears the expectation that they can attain them within two (2) years upon the application for temporary membership.
If the General Meeting decides so, further to adequate deliberations, temporary membership of the association can also be awarded to Zoos and Aquaria situated in a country outside of Europe.
2. Temporary membership can only be awarded to legal entities.
3. Further considerations for temporary members are laid down in the EAZA Codes and in the further bylaws of the association, as applicable.

CORPORATE MEMBERSHIP

Article 8.

1. Corporate membership can, to the discretion of the Council, be awarded to commercial entities that supply or service Zoos and Aquaria.
2. Corporate members cannot own, exhibit or sell animals as a function of their business.
3. Corporate membership can only be awarded to legal entities.
4. Further considerations for corporate members are laid down in the EAZA Codes and in the further bylaws of the association, as applicable.

HONORARY MEMBERSHIP

Article 9.

1. Honorary membership can be awarded, to the discretion of the Council, to any individual, or representative of a professional organisation or any other institution, whose activities and actions have greatly benefited the association.
2. Further considerations for honorary members are laid down in the EAZA Codes and in the further bylaws of the association, as applicable.

ADMISSION

Article 10.

1. All applicants for full membership, associate membership, candidate membership, temporary membership, corporate membership and honorary membership will be subjected to a selection by the standing committee appointed by the Council covering the subject area Membership and Ethics, as referred to in article 26 paragraph 2. The Council decides upon the admission of full members, associate members, candidates for membership, temporary members, and corporate members. The Executive Committee decides upon the admission of honorary members.
2. The provisions of Article 4 paragraph 2 notwithstanding, full membership will only be

awarded to an applicant who, in the opinion of the Council, maintains suitable standards of management and animal husbandry on the premises for which they are responsible. The Council will define these standards which are expressed in the EAZA Codes.

3. The provisions of Article 5 notwithstanding, associate membership for entities which qualify as Non-Public collections will only be awarded to an applicant who, in the opinion of the Council, maintains suitable standards of management and animal husbandry on the premises for which they are responsible. The Council will define these standards which are expressed in the EAZA Codes.
4. The provisions of Article 6 paragraph 1 notwithstanding, candidate for membership will only be awarded to an applicant of which the Council expects will, within five (5) years or an alternative time period to be fixed by the Council upon the application for candidate for membership, maintain suitable standards of management and animal husbandry on the premises for which they are responsible. Council will define these standards which are expressed in the EAZA Codes. The Council is allowed to extend this time period.
5. The provisions of Article 7 paragraph 1 notwithstanding, temporary membership will only be awarded to an applicant of which the Council expects will, within two (2) years maintain suitable standards of management and animal husbandry on the premises for which they are responsible. Council will define these standards which are expressed in the EAZA Codes. The Council is allowed to extend this time period.
6. After the time period, possibly extended by the Council, as mentioned in paragraph 4 and paragraph 5 of this article, respectively, has passed, full membership, will be awarded to applying candidate for membership or temporary member, respectively, when such respective applying candidate for membership or temporary member meets the requirements of article 4 paragraph 2 and of paragraph 2 of this article as defined by Council and further expressed in the EAZA Codes.
7. If in case of an application for membership referred to under article 4 paragraph 1, no membership in any category is awarded to the respective applicant, a new application for membership can be filed no sooner than five (5) years after the notification of rejection of the application for membership, unless the Council resolves otherwise.
8. When a candidate for membership, after the time period as mentioned in paragraph 4 of this article, as possibly extended by the Council, has passed, is not awarded full membership, its membership will end. It can file a new application for membership no sooner than five (5) years after the end of the candidate for membership as referred to in this paragraph, unless the Council resolves otherwise.
9. When a temporary member, after the time period as mentioned in paragraph 5 of this article, as possibly extended by the Council, has passed, is not awarded full membership, its membership will end. It can file a new application for membership no sooner than five (5) years after the end of the temporary membership as referred to in this paragraph, unless the Council resolves otherwise.
10. When a full membership, associate membership, candidate for membership, temporary membership, honorary membership or corporate membership is not awarded to an applicant, the General Meeting cannot resolve otherwise.

OBLIGATIONS OF FULL MEMBERS AND ASSOCIATE MEMBERS (ZOOS OR AQUARIA OR NON-PUBLIC COLLECTIONS)

Article 11.

1. Full members as well as associate members which qualify as Zoos and Aquaria or Non-Public collections, are obliged:
 - a. to maintain a high standard of animal husbandry with a sound programme of veterinary and psychological care;
 - b. to be aware of the latest information on animal nutrition, reproductive physiology, veterinary care, animal behaviour and other related subjects;
 - c. if and insofar as a member has staff, to encourage its staff to be actively involved in *ex situ and in situ* conservation activities, both nationally and internationally;
 - d. to participate in scientifically based coordinated breeding programmes at national, European and global levels as described in the EAZA Codes and further by-laws of the association;
 - e. to provide information relevant to the association, as the Council may require;
 - f. to contribute to the advancement of biological knowledge of species which they keep, and where appropriate, to carry out relevant scientific study thereto;
 - g. to promote compliance with international treaty obligations regarding the acquisition, possession, import, export and re-export of animals; and
 - h. to provide educational programmes and facilities, whereby animals on display should be accurately identified and the aspects of their biology accurately described; and
 - i. to observe the EAZA Codes.
2. The Council is allowed to issue further practical guidelines as a recommendation for full members and associate members which qualify as Zoos and Aquaria or Non-Public collections on the different terrains of animal management and care, conservation, education and research.
3. Full members and associate members which qualify as Zoos and Aquaria or Non-Public collections are not allowed to:
 - a. use notes regarding the full membership or associate membership respectively of the association or communications from the Council as evidence in legal proceedings, without prior written consent to do so from the Executive Committee; and
 - b. plead full membership or associate membership respectively of the association as defence in any legal proceedings, without prior written consent to do so from the Executive Committee;
4. Full members and associate members which qualify as Zoos and Aquaria or Non-Public collections are obliged to pay an annual contribution as further referred to in article 14, to be determined by the Council and approved by the General Meeting, and to avoid any action in direct conflict with the objects of the association.

RIGHTS AND OBLIGATIONS OF ASSOCIATE MEMBERS (NO ZOOS AND AQUARIA OR NON-PUBLIC COLLECTIONS), CANDIDATES FOR MEMBERSHIP,

TEMPORARY MEMBERS, CORPORATE MEMBERS AND HONORARY MEMBERS

Article 12.

1. Associate members which do not qualify as Zoos and Aquaria or Non-Public collections, candidates for membership, temporary members, corporate members and honorary members are obliged to maintain a high standard of animal husbandry with a sound programme of veterinary and psychological care, as applicable to their membership category.
2. The Council is allowed to issue further practical guidelines as a recommendation for candidates for membership, temporary members, corporate members and honorary members on the different terrains of animal management and care, conservation, education and research.
3. Associate members which do not qualify as Zoos and Aquaria or Non-Public collections, candidates for membership, temporary members, corporate members and honorary members are not allowed to:
 - a. use notes regarding the associate membership, candidate for membership, temporary membership, corporate membership, or honorary membership respectively, of the association or communications from the Council as evidence in legal proceedings, without prior written consent to do so from the Executive Committee; and
 - b. plead associate membership, candidate for membership, temporary membership, corporate membership or honorary membership respectively of the association as defence in any legal proceedings, without prior written consent to do so from the Executive Committee.
4. Associate members which do not qualify as Zoos and Aquaria or Non-Public collections, candidates for membership, temporary members, and corporate members are obliged to pay an annual contribution, as further referred to in article 14, to be determined by the Council and approved by the General Meeting, and to avoid any action in direct conflict with the objects of the association.
5. Associate members which do not qualify as Zoos and Aquaria or Non-Public collections, candidates for membership, temporary members, corporate members and honorary members have no other rights and obligations than those conferred and imposed on them under these articles of association, the EAZA Codes and in the further bylaws of the association, as applicable.

END OF MEMBERSHIP

Article 13.

1. Any membership ends:
 - a. as soon as a member ceases to exist;
 - b. upon cancellation by the member;
 - c. upon cancellation by the association. Cancellation can take place if the member has ceased to comply with the requirements for membership set out in these articles of association, if he fails to fulfil his obligations towards the association or if the association cannot reasonably be required to allow the membership to continue;

- d. by disqualification. Disqualification may only take place if the member acts in violation of these articles of association, bylaws or resolutions of the association or unreasonably disadvantages the association;
 - e. upon cancellation by the association for reasons of failure to pay any applicable annual contribution to the association within six (6) months after invoiced, unless an exception in that respect has been agreed due to special circumstances between the respective member and the Executive Committee.
2. Cancellation by the association is effected by the Council.
 3. Cancellation of the membership by the member or the association may only be effected in writing at the end of an association year and in observance of a notice period of four (4) weeks. A membership may, however, be terminated immediately if it can no longer reasonably be required of the association or the member to allow the membership to continue.
A cancellation in violation of the provisions of this paragraph will terminate the membership at the earliest possible time following the date as per which the cancellation was effective.
 4. A member may also terminate its membership with immediate effect within a month after being informed of a resolution to convert the association into another legal person or a resolution for legal merger or split-up.
 5. Disqualification from the membership is effected by the Council.
 6. A resolution for cancellation of the membership by the association on the grounds that the association can no longer reasonably be required to allow the membership to continue and a resolution to disqualification from the membership entitles the member to appeal before the general meeting within a period of one month upon receipt of the notification. To that end the member will be informed in writing of the resolution, with reasons, as soon as possible. During the term of appeal and pending the appeal, the member is suspended.
 7. If the membership ends in the course of an association year, the member must nonetheless fulfil the full amount of the annual contribution.
 8. When a membership ends for any of the reasons outlined in article 13 paragraph 1, then reapplication for membership to the association cannot be made earlier than five (5) years after the end of the membership became effective. Any exceptions to the aforementioned regulation must be approved by Council. If the reason for the end of membership was the failure to pay the annual contribution to the association, then unpaid contribution must be balanced prior to the reapplication referred to herein.

ANNUAL CONTRIBUTIONS

Article 14.

1. All members, except for honorary members, are obliged to pay an annual contribution, whereby the amount of this contribution is proposed by the Council and approved by the General meeting.
To this end, they may be classified in different categories paying different amounts of contribution.
2. In exceptional cases, the Council may grant full or partial exemption from the obligation

to pay an annual contribution.

COUNCIL

Article 15.

1. The Council of the association consists of one or more members. Members of the Council will be appointed by the General Meeting.
2. Only authorized representatives or employees of full members may be appointed as members of the Council.
3. Members of the Council will be appointed for a period of three (3) years. Their term of office will begin at the end of the general meeting in which the relevant member of the Council was appointed and will end at the end of the general meeting in which its successor is appointed. Members of the Council can be re-elected.
4. The joint full members of each country in which one or more full members are situated, will make a binding nomination for such a number of members of the Council, as determined for the respective country, pursuant to paragraph 5 of this article. When a country has a national zoo association which is an associate member of the association, this associate member will be responsible for arranging the nomination for the aforementioned binding nomination for the membership of the Council. When a country lacks a national zoo association that is an associate member, the secretary of the Council will arrange the nomination with respect to the aforementioned binding nomination for the membership of the Council. A list of national zoo associations that are associate members as referred to in this paragraph will be attached to the bylaws as an appendix.
5. The Council will consist of one representative of a full member per country in which at least one full member is situated. Furthermore, prior to each nomination for the binding nomination referred to in paragraph 4 of this article, it is determined by the Executive Committee that at least fifteen (15) and at most twenty (20) members of the Council will be appointed, in proportion to the number of full members that are situated in the relevant countries at the beginning of the year in which the binding nomination referred to in paragraph 4 of this article takes place.
6. The Council is allowed to co-opt at most five (5) members of the Council when this is considered desirable by the Council with respect to supplementing expertise and the looking after of special interests that are insufficiently present in the appointed Council.
7. The binding nature of the binding nomination, referred to in paragraph 4 of this article, can be taken away upon a resolution of the General Meeting which was adopted with at least two thirds of the valid cast votes.
8. If the number of members of the Council drops below the fixed number, the remaining member(s) of the Council constitute a competent board. The Council is, however, required to hold a general meeting as quickly as possible in order to fill the vacancy/vacancies.

TERMINATION OF MEMBERSHIP OF THE COUNCIL – PERIODIC ROTATION – SUSPENSION

Article 16.

1. Any member of the Council may be dismissed or suspended by the General Meeting at any time, even if she/he is appointed for a temporary period. A suspension which is not

followed by a resolution for dismissal within three (3) months ends upon the expiry of this period.

If an employment relationship existed between the association and a member of the Council, a court cannot order the restoration of that employment relationship.

2. The membership of the Council also ends:
 - a. at the end of term of office;
 - b. upon resignation as a member of the Council;
 - c. when the member of the Council is no longer employed by a full member of the association;
 - d. upon dismissal by the General Meeting;
 - e. upon termination of the full membership of the full member represented by the respective member of the Council.

FUNCTIONS OF THE COUNCIL – DECISION MAKING OF THE COUNCIL

Article 17.

1. The Council will appoint a chair, a vice-chair, a secretary and a treasurer from among its midst. The chair has the right to make a proposal to the Council for appointment of the vice-chair, secretary and treasurer. Their term of office will last three (3) years from their appointment and they can be all re-elected for one consecutive term.
2. In a meeting of the Council every member of the Council allowed to cast one (1) vote. A member of the Council can, in a meeting of the Council, only be represented by another member of the Council, provided that such member of the Council has been authorised to that effect in writing.
3. Where there is a tie between two persons for the election of the chair at a ballot, a second vote shall be held where each member of the Council present at the meeting shall have the right to vote. Where there is a tie in the second vote, lots shall be drawn to determine which of them shall be elected.
4. When the Council consist of more than one member, they will decide with absolute majority in a meeting of the Council in which more than half of all members of the Council are present or represented.
5. Resolutions of the Council may, instead of a meeting, be adopted in writing - including by modern accepted means of communication capable of being produced in writing - provided that all members of the Council are familiar with the resolution to be passed and none of them objects to this decision-making process.
6. The secretary, with the support of the Executive Office, will keep the minutes of the subjects discussed in each meeting, which minutes will be adopted and signed by the chairman and the secretary.
7. The judgment pronounced by the chairman on the result of a vote in a meeting of the Council is decisive.
The same applies for the content of an adopted resolution insofar as voting is on a proposal not set out in writing.
8. Further rules pertaining to the functions of the members of the Council and the meetings and decision-making by the Council may be set forth in bylaws.

TASKS OF THE COUNCIL - REPRESENTATION

Article 18.

1. The restrictions under the articles of the association notwithstanding, the Council is charged with the management of the association.
2. With the approval of the general meeting, the Council is authorised to resolve to enter into contracts for the acquisition, alienation and encumbrance of registered property and to enter into contracts committing the association as surety or joint and several debtor, warranting for a third party or furnishing security for a debt of a third party.
An appeal to the lack of such approval can be made by or against thirds parties.
3. The association is represented by:
 - a. either the Council;
 - b. or the chair;
 - c. or the vice-chair;
 - d. or two other members of the Council acting jointly, which have been authorised to that effect by the Council.

EXECUTIVE COMMITTEE

Article 19.

1. The association has an Executive Committee consisting of a number of members to be determined by the Council but which will be no more than fifteen (15).
2. The members of the Executive Committee will be appointed by the Council. In all events the chair, the vice-chair, the secretary, the treasurer and the chairs of the standing committee subject areas appointed by the Council as referred to in article 26, will be members of the Executive Committee. The chair and vice-chair of the Council act as the chair and vice-chair of the Executive Committee.
3. In a meeting of the Executive Committee every member of the Executive Committee is allowed to cast one (1) vote. A member of the Executive Committee can, in a meeting of the Executive Committee, only be represented by another member of the Executive Committee, provided that such member of the Executive Committee has been authorised to that effect in writing.
4. The Executive Committee shall be charged with the day-to-day running of the association as well as with financial administration of the association.
5. The Executive Committee shall establish further rules pertaining to the functions of the members of the Executive Committee and the meetings and decision-making by the Executive Committee to be set forth in bylaws, which shall be approved by Council.

ADMINISTRATION – FINANCIAL YEAR – ANNUAL ACCOUNTS – STATEMENT OF INCOME AND EXPENDITURE

Article 20.

1. The Council is obliged to conduct the administration of the financial position of the association and of all things pertaining to the activities of the association in accordance with the requirements dictated by these activities, and to maintain the books, documents and other information carriers, in such a way as to be able to evidence the rights and obligations of the association at all times.

2. The financial year of the association runs from the first day of January up to and including the thirty-first day of December of each year.
3. The Council will submit its annual accounts on the state of affairs of the association and policy conducted in a general meeting to be held within six (6) months after the end of the financial year, barring extension of this term by the General Meeting. Within the same period, the Council will submit the balance sheet and the profit and loss account, with explanation, to the General Meeting for approval.
These documents shall be signed by all members of the Council; where one or more of their signatures is missing, the annual accounts shall refer to this and to the reasons for it. After the expiry of the period, any member may demand that the Council fulfils these obligations.
4. Annually, the general meeting shall appoint an audit committee consisting of at least two (2) members which may not be members of the Council and/or an auditor as referred to in Section 2:393 of the Dutch Civil Code to audit the annual accounts drawn up by the Council, to report to the Council and to issue an auditor's opinion on the truth and fairness of the annual accounts. The audit committee and, if applicable, auditor will review the documents referred to in paragraph 3 of this article and will release a report of their findings to the General Meeting.
5. The Council is obliged to provide the audit committee and/or the auditor, as applicable, with all information they may require, show the audit committee and/or the auditor, as applicable, the cash in hand and the assets and allow the auditors access to the books and records of the association.
6. The General Meeting may at any time recall the audit committee and/or the auditor, as applicable, from their task but only upon the appointment of an alternative audit committee and/or auditor, as applicable,.
7. The audit committee, if installed, shall establish further rules pertaining to the composition and functions of the members of the audit committee and the meetings and decision-making by the audit committee to be set forth in bylaws, which shall be approved by the General Meeting.
8. The Council is obliged to keep the documents referred to in paragraphs 1 and 3 for a period of seven (7) years.

GENERAL MEETING

Article 21.

1. All authorities not charged to the Council under the law or the articles of association fall to the General Meeting.
2. Each year, no later than within six (6) months after the close of the financial year of the association, a general meeting will be convened. The annual meeting will address, amongst others:
 - a. the annual accounts referred to in article 20 paragraph 3, with the report of the auditors and, if applicable, audit committee referred to in article 20 paragraph 4;
 - b. the appointment of the auditors and, if applicable, audit committee referred to in article 20 paragraph 4 for the upcoming financial year;

- c. filling vacancies, if any, in the Council, in accordance with the procedure for appointment of members of the Council as laid down in article 15;
 - d. proposals of the Council or the full members announced in the convocation to the general meeting;
 - e. the annual reports of the committees;
 - f. the budget proposal for the current financial year of the association and, if appropriate, fees to be levied during the next year.
3. General meetings will also be held as often as deemed necessary by the Council.
 4. The Council must convene a general meeting if one or more full members which can jointly issue at least ten percent (10%) of votes have requested this in writing within four (4) weeks upon receipt of such request.
In the event that the Council fails to convene the meeting in such a manner that it is held within four (4) weeks of receipt of the request, each of the persons who made the request shall have the right to convene the meeting himself.
 5. The requestors may then charge others than the members of the Council with the leadership and secretarial office of the meeting and the drafting of the minutes.

ADMISSION AND VOTING RIGHTS

Article 22.

1. All full members, temporary members, associate members, honorary members, as well as members of the Council and members of committees of the association which are not member have the right to attend the general meeting. Candidates for membership and corporate members may only attend the general meeting if invited by the Council upon approval by the chair of the Council.
2. Suspended members and suspended members of the Council have no right to attend the general meeting, with the exception of the general meeting in which their suspension is dealt with; suspended members are allowed to take the floor in the general meeting dealing with their suspension.
Only full members have voting rights in the general meeting. Each full member which is not suspended has the right to exercise one (1) vote.
3. A full member may be represented at the general meeting by another full member holding a written proxy to that effect.
4. Each entity with meeting rights may be represented at the general meeting by its chief executive officer or by one of its other officers holding a written proxy to that effect.

CHAIRMANSHIP - MINUTES

Article 23.

1. General meetings shall be chaired by the chair or the vice-chair of the Council. In the absence of the chair or the vice-chair, one of the other members of the Council, to be appointed by the Council, shall act as the chair. Where none of the members of the Council are present at the meeting, the meeting shall appoint its own chair.
2. The secretary or another person designated thereto by the chair will keep the minutes of the subjects discussed in each meeting, which minutes will be adopted and signed by the chairman and the secretary. Those who have convened the meeting may have a notarial of-

official report drawn up of the subjects discussed in the meeting. The contents of the minutes or of the official report will be notified to the members.

DECISION-MAKING OF THE GENERAL MEETING

Article 24.

1. The judgment pronounced by the chair on the result of a vote in a general meeting is decisive. The same applies for the content of an adopted resolution insofar as voting is on a proposal not set out in writing.
2. If, however, immediately after this judgment as referred to in the first paragraph of this article, its accuracy is disputed, there will be a new vote if the majority of the general meeting, or if the original vote did not take place by roll call or in writing, a person with voting rights, so requires. This new vote cancels the legal effects of the original vote.
3. Insofar as no larger majority is prescribed in the articles of association or by law, all resolutions of the General Meeting are adopted with an absolute majority of votes validly cast in a meeting at which at least one third of the full members are present or are represented.
4. If one third of the full members is not present or represented, within a reasonable time period a second meeting will be convened and held, in which can be decided upon the proposal as it was proposed in the last meeting, irrespective of the number of present or represented full members.
Blank votes shall not be counted as votes cast.
5. Where there is a tie between two persons at a ballot, lots shall be drawn to determine which of them shall be elected.
6. Where there is a tie in any vote on an issue not being the election of a person, no resolution shall have been passed.
7. All votes are held orally unless the chair prefers a written vote or if one of the persons with voting rights requires such for the vote.
Votes in writing are held by unsigned, sealed ballots.
Decision-making by acclamation is allowed unless a voting-authorized party requires voting by roll.
8. A unanimous resolution by all full members, even if it is adopted without a meeting, has the same force as a resolution of the General Meeting, so long as taken with the advance knowledge of the Council.
9. As long as all full members are present or represented in a general meeting, valid resolutions may be adopted by unanimous vote on all matters raised - thus including resolutions to amend the articles of association or dissolve the association - even if the convocation did not take place or was not effected in the prescribed manner, or any other provision on the convocation and holding of meetings or any related formality was not observed.

CONVOCATION OF GENERAL MEETING

Article 25.

1. Except in the cases referred to in article 21 paragraphs 3 and 4, the general meeting is convened by the Council. The convocation is effected in writing to the addresses of the members as registered in the register of members referred to in article 4 paragraph 4. The term of convocation will be at least fourteen (14) days, not counting the date of convoca-

tion and the date of the meeting.

2. The convocation will state the subjects to be discussed.
3. When the general meeting is not convened by the Council upon request of full members any of the requesting full members may request the authorised court of justice in Amsterdam to convene a general meeting by written notice including only the issues that were included in the request. In a general meeting convened in this manner only valid resolutions can be adopted if more than half of the full members are present or represented and if at least two thirds of the votes validly cast were cast in favour of the resolutions.

COMMITEES

Article 26.

1. The Council shall be authorised to appoint certain committees, of which the tasks and powers will be laid down in bylaws.
2. The committees are divided into standing committees and specialist committees, committees covering the following subject areas will be appointed by the Council:
 - Standing committee subject areas:
 - a. Aquariums;
 - b. Communications;
 - c. European Population Management Programme;
 - d. Membership and Ethics;
 - e. Legislation;
 - f. National Associations.
 - g. Technical Assistance;
 - Specialist committee subject areas:
 - h. Conservation;
 - i. Education;
 - j. Research;
 - k. Veterinary.
3. The Council may propose new or terminate existing committees. Both procedures have to be approved by the General Meeting.
4. The Council shall appoint a chair for each committee.
5. If a committee chair is an authorised representative or an employee of a full member though not a member of the Council, she/he shall be co-opted to the Council. A member of the Council cannot hold more than two positions as chair or vice-chair of a committee
6. Every full member, associate member and honorary member has the right to propose to the Council one or more of their delegate representatives to be on one or more committees.
7. The vice-chair and the members of the committees will be appointed by the Council, upon a proposal from the chair of the relevant committee.
8. The chair and vice-chair of a committee will be appointed for a period of three (3) years. They can be re-elected for one (1) consecutive term, unless the Council resolves otherwise.
9. The members of a committee will be appointed for a period of (3) years. They can be re-

- elected by the Council for consecutive terms, upon approval by the voting members of the committee.
10. The committees will be composed in such a way that the various layers of the association will be represented there as much as possible. A schedule of periodic rotation will be drawn up regarding the members of the committees.
 11. The committees shall establish further rules pertaining to the functions of the members of the committees and the meetings and decision-making by the committees to be set forth in bylaws, which shall be approved by Council.
 12. Resolutions of the committees shall not be carried out until they are approved by the Council, except when the Council decides otherwise.
 13. Full members and associate members have the right to vote in the committee(s) of which they are members.
 14. Honorary members have no right to vote in the committee(s) of which they are members.
 15. Non-members, candidates for membership, temporary members and corporate members can, with the approval of the chair of the relevant committee, attend meetings of the committees. They shall not, however, have the right to vote.
 16. A member of a committee may be represented at the a meeting of the committee by another member of the committee holding a written proxy to that effect.

BYLAWS, RULES OF CONDUCT

Article 27.

1. The Council shall define further rules of conduct in the form of the EAZA Codes to which the members are bound both among themselves and vis-à-vis third parties.
3. Upon proposal of the Council, the General Meeting may establish further bylaws of the association.
4. The EAZA Codes and/or the further bylaws of the association can be amended upon proposal of the Council by the General Meeting.
5. The bylaws and any other bylaws or further rules or regulation established in respect of any corporate body or committee of the association pursuant to these articles of association may not be in violation of the law, not even provisions of the law that are not mandatory law, nor of these articles of association.

AMENDMENT OF THE ARTICLES OF ASSOCIATION

Article 28.

1. No change may be made in the articles of association of the association, unless by a resolution of the General meeting, convened and whereby the proposal to amend the articles of association was stated.
2. The party making the convocation to the general meeting for the discussion of a proposal to amend the articles of association shall send a copy of the proposal verbatim containing the proposed amendments to all members and must deposit a copy of the proposal verbatim containing the proposed amendments, at a suitable place for the inspection of the members, from at least fourteen (14) days prior to the general meeting until the end of the day on which the general meeting is held.
3. A resolution to amend the articles of association requires at least two thirds of the votes

validly cast in a meeting in which at least two thirds of the full members are present or represented. If not two thirds of the full members are present or represented, then within a reasonable period a second meeting will be convened and held, in which the resolution on the proposal as raised in the previous meeting may be adopted regardless of the number of present or represented full members, so long as the resolution is adopted by a majority of at least two thirds of the votes validly cast.

4. An amendment to the articles of association does not become effective before the relevant notarial deed of amendment has been executed. Each member of the Council is authorised to have the deed executed.

DISSOLUTION

Article 29.

1. The association can be dissolved by a resolution of the General Meeting. The provisions of paragraphs 1, 2 and 3 of article 28 apply accordingly.
2. The association is liquidated by the Council unless determined otherwise by the General Meeting.
3. The liquidator(s) will transfer any credit balance of the dissolved association to a public benefit organisation within the meaning of article 5b of the State Taxes Act (*Algemene wet inzake rijksbelastingen*) having similar objects or alternatively such balance will be applied in such manner the balance be attributed to the public benefit.

TRANSITIONAL PROVISION

Article 30

In derogation from Article 20 paragraph 2, the financial year of the association beginning on one July two thousand and seventeen shall end on the thirty-first day of December two thousand and eighteen.

FINAL STATEMENTS

As evidenced by the Minutes, the person appearing has been appointed by the abovementioned general meeting of members to lay down and confirm the amendment of the articles of association of the Association by notarial deed.

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

This deed was executed in Amsterdam on the date stated in its heading.

After I, civil law notary, had in advance conveyed and explained the contents of the deed in substance to the person appearing, he declared that he had taken note of its contents, that he agreed to its contents and that he did not wish them to be read out in full. Immediately after a partial reading, this deed was signed by the person appearing and by me, civil law notary.
(signatures follow)

ISSUED FOR TRUE COPY
(Signed: W.H. Bossenbroek)