

# CONSTITUTION OF THE EUROPEAN ASSOCIATION OF ZOOS AND AQUARIA (EAZA)

MARCH 2006

## Article 1.

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

- a. **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;
- b. **Council:** the management board of the association; and
- c. **Executive Committee:** the executive board of the association.

## 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 breeding programmes of wild animals and *in situ* conservation;
  - b. to promote education, in particular environmental education;
  - c. to promote scientific study;
  - d. 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 governmental organisations and non-governmental organisations.
3. The association does not intend to make a profit.

## MEMBERSHIP

### Article 4.

1. Membership of the association is only awarded to zoos or aquaria located in a European country. If the General Meeting of Members, hereafter to be called "the general meeting" decides so, membership of the association can also be awarded to zoos or aquaria situated in a country outside of Europe.
2. The membership of the association can only be awarded to legal entities.
3. The Council of the association will maintain a register recording the names and addresses of all members.

4. 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.
5. Only members as described in this article are considered members in the sense of the law. Where in these articles of association is referred to members, members as meant in this article are referred to.

#### **CANDIDATE MEMBERSHIP**

##### **Article 5.**

1. Candidate members can only be zoos or aquaria which meet the criteria as mentioned in article 4 paragraph 1, 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 a time period to be fixed by the Council upon the application for candidate membership.
2. The candidate membership can only be awarded to legal entities.
3. Candidate members will be entitled to obtain limited support services from the association, the Council will fix a an appropriate fee to be charged to the candidate to cover the costs in providing these services. Both the limited services and the fees can be varied by the Council.
4. In particular, candidate membership does not automatically authorise participation in European Endangered species Programmes (EEPs), which are carried out by the EEP Committee, as referred to in article 28.

#### **TEMPORARY MEMBERSHIP**

##### **Article 6.**

1. Temporary members can only be zoos or aquaria which meet the required criteria as mentioned in article 4 paragraph 1, 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.
2. The temporary membership can only be awarded to legal entities.

#### **ASSOCIATE MEMBERSHIP**

##### **Article 7.**

1. Associate membership can, to the discretion of the Council, be awarded to any individual, professional organisation or any other institution.
2. The general meeting of members, hereinafter referred to as "the general meeting", can resolve that associate membership can be awarded to zoos or aquaria located in countries outside of Europe, which countries are specified by the general meeting.
3. Commercial entities as referred to in article 8 paragraph 1 cannot be associate members.

**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 can not own, hold or sell animals as a function of their business.
3. The corporate membership can only be awarded to legal entities.

**HONORARY MEMBERSHIP****Article 9.**

1. Honorary membership can be awarded, to the discretion of the Council, to any individual, professional organisation or any other institution.
2. The honorary membership is personal.

**ADMISSION****Article 10.**

1. All applicants of membership, candidate membership, temporary membership, associate membership, honorary membership and corporate membership will be subjected to a selection by the Membership & Ethics Committee, as referred to in article 28, and the general meeting. The Council decides upon the admission of members, candidate members, temporary members, associate members, honorary members and corporate members.
2. Article 4 paragraph 1 notwithstanding, 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.
3. Article 5 paragraph 1 notwithstanding, candidate membership will only be awarded to an applicant of which the Council expects will, within a time period to be fixed by the Council upon the application for candidate membership, in the opinion of the Council, maintain suitable standards of management and animal husbandry on the premises for which they are responsible. The Council is allowed to extend this time period.
4. After the time period, possibly extended by the Council, as mentioned in paragraph 3 of this article has passed, the membership will be awarded to the candidate member when the candidate member meets the required standards as mentioned in article 4 paragraph 1 and paragraph 2 of this article.
5. When membership, after the time period, possibly extended by the Council, as mentioned in paragraph 3 of this article has passed, is not awarded to a candidate member his candidate membership will end. It can file a new application for (candidate) membership no sooner then two (2) years after the end of the candidate membership as mentioned in this paragraph.
6. Article 6 paragraph 1 notwithstanding, temporary membership will be awarded to an applicant of which the Council expects that it will, within two (2) years upon the application for temporary membership, in the opinion of the Council,

maintain suitable standards of management and animal husbandry on the premises for which they are responsible. The Council is allowed to extend this time period.

7. After the time period, possibly extended by the Council, as mentioned in paragraph 6 of this article has passed, membership will be awarded to the temporary member when the temporary member meets the required standards as mentioned in article 4 paragraph 1 and paragraph 2 of this article.
8. When the membership, after the time period, possibly extended by the Council, as mentioned in paragraph 6 of this article has passed, is not awarded to a temporary member his temporary membership will end. It can file a new application for (temporary) membership no sooner than two (2) years after the end of the temporary membership as mentioned in this paragraph.
9. When a membership, candidate membership, temporary membership, associate membership, honorary membership or corporate membership is not awarded to an applicant, the general meeting cannot resolve otherwise.

#### **OBLIGATIONS OF MEMBERS**

##### **Article 11.**

1. A member is obligated to:
  - a. to maintain a high standard of animal husbandry with a sound programme of veterinary and behavioural 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 conservation activities, both nationally and internationally;
  - d. to participate in scientifically based coordinated breeding programmes at national, European and global levels;
  - e. to provide relevant information for breeding programmes, 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.
2. The Council is allowed to issue a Code of Ethics and/or a Code of Practice, which contain additional obligations for the members.
3. A member is not allowed to:

- a. use notes regarding the membership of the association or communications from the Council as evidence in legal proceedings, without prior written consent to do so from the Council; and
  - b. plead membership of the association as defence in any legal proceedings.
4. Members are obliged to pay a membership fee, to be determined by the Council, and to avoid any action in direct conflict with the objects of the association.

### **RIGHTS AND OBLIGATIONS OF CANDIDATE MEMBERS, TEMPORARY MEMBERS, ASSOCIATE MEMBERS, CORPORATE MEMBERS AND HONORARY MEMBERS**

#### **Article 12.**

Candidate members, temporary members, associate members, corporate members and honorary members have no other rights and obligations than those conferred and imposed on them under these articles of association.

### **END OF MEMBERSHIP**

#### **Article 13.**

1. 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.
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.

#### **END OF THE RIGHTS AND OBLIGATIONS OF CANDIDATE MEMBERS, TEMPORARY MEMBERS, ASSOCIATE MEMBERS, CORPORATE MEMBERS AND HONORARY MEMBERS**

##### **Article 14.**

1. The rights and obligations of a candidate member, temporary member, associate member, corporate member and honorary member may be terminated at any time by reciprocal cancellation, with the proviso that the annual contribution for the running association year remains due in full.
2. Cancellation by the association is effected by the Council.

#### **ANNUAL CONTRIBUTIONS**

##### **Article 15.**

1. The members, temporary members and, when decided upon by the Council, associate members and corporate members are obliged to pay an annual contribution, whereby the amount of this contribution is proposed by the Council and adopted 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 16.**

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 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 members of each country in which one or more 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 that is an associate member, 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 an associate member as referred to in this paragraph will be attached to the bylaws as an appendix.

5. The Council will consist of one member per country in which at least one 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 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 ten (10) 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 17.**

1. Any member of the Council may be dismissed or suspended by the general meeting at any time, even if 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 retiring;
  - c. upon dissolution;
  - d. upon dismissal by the general meeting;
  - e. upon the termination of the membership of the association.

#### **FUNCTIONS OF THE COUNCIL – DECISION MAKING OF THE COUNCIL**

**Article 18.**

1. The Council will appoint a chairman, a vice-chairman, a secretary and a treasurer from among its midst. Their term of office will last three (3) years from their appointment and they can all be re-elected for one consecutive term.
2. In a meeting of the Council every member of the Council is allowed to cast one (1) vote. A member of the Council can, in a meeting of the Council, only be represented by another member, provided that such member has been authorised to that effect in writing.
3. When there is more than one member of the Council 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.
4. Resolutions of the Council may, instead of a meeting, be adopted in writing - including by telegram, facsimile or telex transmission, or in the form of a message transmitted by any accepted means of communication and received or 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.
5. The secretary will keep the minutes of the subjects discussed in each meeting, which minutes will be adopted and signed by the chairman and the secretary.
6. 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.
7. 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 19.**

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 third parties.
3. The association is represented by:
  - a. either the Council;
  - b. or the chairman;
  - c. or the vice-chairman;
  - d. or two other members of the Council acting jointly, which have been authorised to that effect by the Council.

**EXECUTIVE COMMITTEE**



**Article 20.**

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 eleven (11).
2. The members of the Executive Committee will be appointed by the Council. In all events the chairman, the vice-chairman, the secretary, the treasurer and the chairmen of the standing committees, as mentioned in article 28, will be members of the Executive Committee.
3. The Executive Committee shall be charged with the day-to-day running of the association as well as with financial administration of the association.

**RULES OF CONDUCT****Article 21.**

1. The general meeting shall lay down the rules of conduct to which the members are bound both among themselves and vis-à-vis third parties.
2. The rules of conduct may not be in conflict with the law or the articles of association.

**ADMINISTRATION – FINANCIAL YEAR – ANNUAL REPORT –  
STATEMENT OF INCOME AND EXPENDITURE****Article 22.**

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 July up to and including the thirtieth day of June of each year.
3. The Council will submit its annual report 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. Each year the general meeting will appoint at least two (2) members to form an audit committee, as referred to in article 28, which may not be members of the Council. The audit committee will review the documents referred to in paragraph 3 of this article and will release a report of its findings to the general meeting.

5. The Council is obliged to provide the audit committee with all information it may require, show the audit committee the cash in hand and the assets and allow the audit committee access to the books and records of the association.
6. The general meeting may at any time recall the audit committee from its task but only upon the appointment of an other committee.
7. 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 23.**

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 general meeting will address, amongst others:
  - a. the annual report referred to in article 22 paragraph 3, with the report of the audit committee referred to in article 22 paragraph 4;
  - b. the appointment of the audit committee referred to in article 22 paragraph 4 for the upcoming financial year;
  - c. filling any vacancies, if any, in the Council;
  - d. proposals of the Council or the 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 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 24.**

1. All members, temporary members, associate members, honorary members, members of the Council and members of committees of the association which are not member have the right to attend the general meeting. Candidate members and Corporate members may only attend the general meeting if invited by the Council.

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.

2. Only members have voting rights in the general meeting. Each member who is not suspended has the right to exercise one (1) vote.
3. A member may be represented at the general meeting by another 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 25.**

1. General meetings shall be chaired by the chairman of the Council or the vice-chairman. In the absence of the chairman or the vice-chairman, one of the other members of the Council, to be appointed by the Council, shall act as the chairman. Where none of the members of the Council are present at the meeting, the meeting shall appoint its own chairman.
2. The secretary or another person designated thereto by the chairman 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 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 26.**

1. The judgement pronounced by the chairman 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 members are present or are represented.  
If one third of the 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 members.

4. Blank and invalid 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 chairman 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 members, even if it is adopted without a meeting, has the same force as a resolution of the general meeting, as long as taken with the advance knowledge of the Council.
9. As long as all 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 27.**

1. Except in the case referred to in article 23 paragraph 4 and paragraph 3 of this article, 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 3. The term of convocation will be at least fourteen (14) days, not counting the date of convocation 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 members any of the requesting 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 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 28.**

1. The Council shall be authorised to appoint certain committees, of which the tasks and powers will be laid down in bylaws.
2. The members of the committees will be appointed by the Council, upon a proposal from the chairman of the relevant committee. Every member, associate member and honorary member has the right to be a member of one or

more committees.

3. Non-members, candidate members and corporate members can, with the approval of the chairman of the concerning committee, attend meetings of the committees. They shall not, however, have the right to vote.
4. Members and associate members have the right to vote in the committee(s) of which they are members. Honorary members have no right to vote in the committee(s) of which they are members.
5. All committees shall be chaired by a member of the Council. If a chairman is not a member of the Council, he/she shall be co-opted to the Council when represented a standing committee and be invited as an observer when representing a specialist committee.

Resolutions of the committees shall not be carried out until they are approved by the Council, except when the Council decides otherwise.

6. In any case, the following committees will be appointed by the Council:  
standing committees:
  - a. European Endangered species Programme (EEP) Committee;
  - b. Membership & Ethics Committee;
  - c. Aquarium Committee;
  - d. Legislation Committee.specialist committees:
  - e. Education & Exhibit Design Committee;
  - f. Research Committee;
  - g. Conservation Committee;
  - h. Committee on Technical Assistance and Animal Welfare;
  - i. Committee on Public Relations and Marketing;
  - j. Veterinary Committee.

## **BYLAWS**

### **Article 29.**

1. The general meeting may establish bylaws. The general meeting is authorised to amend the bylaws.
2. The bylaws may not be in violation of the law, not even provisions of the law that are not mandatory law, nor of the articles of association.

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

### **Article 30.**

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 members are present or represented. If not two thirds of the 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 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 31.**

1. The association can be dissolved by a resolution of the general meeting. The provisions of paragraphs 1, 2 and 3 of article 30 apply accordingly.
2. The association is liquidated by the Council unless determined otherwise by the general meeting.
3. The liquidator(s) will transfer any balance remaining of the assets of the association, after paying the creditors, to the members. Each member will receive an equal portion. The resolution for dissolution may, however, stipulate another use for the balance.