



***Publication
Reference***

Articles of Association

The title 'Articles of Association' is centered on a large, light blue background with a subtle, abstract grid pattern of thin white lines that create a sense of depth and perspective.

This document is an unofficial English translation of a document prepared in Dutch. In preparing this document, an attempt has been made to translate as literally as possible without jeopardising the overall continuity of the text. Inevitably, however, differences may occur in translation and if they do, the Dutch text will govern by law. In this translation, Dutch legal concepts are expressed in English terms and not in their original Dutch terms. The concepts concerned may not be identical to concepts described by the English terms as such terms may be understood under the laws of other jurisdictions.

THE ARTICLES OF ASSOCIATION
EUROPEAN CO-OPERATION FOR ACCREDITATION (EA)
(25 November 2021)

Definitions.

Article 1

In the Articles of Association the following terms shall have the following meanings:

- a. Articles of Association: these articles of association of EA;
- b. EA: the association with full legal capacity organised under the laws of the Netherlands: EUROPEAN CO-OPERATION FOR ACCREDITATION (EA) referred to in article 2 paragraph 1 of the Articles of Association;
- c. National Accreditation Body: the sole body in a country that performs accreditation with authority derived from that government;
- d. Members: the A Members, the B Members, the C Members and the D Members, as far as the Articles of Association make no further distinction or the opposite appears from the context;
- e. A Members: the members referred to in article 5 paragraph 1 clause A of the Articles of Association;
- f. B Members: the members referred to in article 5 paragraph 1 clause B of the Articles of Association;
- g. C Members: the members referred to in article 5 paragraph 1 clause C of the Articles of Association;
- h. D Members: the members referred to in article 5 paragraph 1 clause D of the Articles of Association;
- i. Membership: the membership of the A Members, the B Members, the C Members and the D Members, as far as the Articles of Association make no further distinction or the opposite appears from the context;
- j. Secretariat: the EA secretariat established by the Executive Board;
- k. General Assembly: the body referred to in article 2:40 of the Dutch Civil Code and article 7 of the Articles of Association, namely the general assembly of EA;
- l. Executive Board: the body referred to in article 2:44 of the Dutch Civil Code and article 12 of the Articles of Association, namely the managing board of EA, which is, subject to the restrictions according to the Articles of Association, charged with the management of EA;
- m. annual meeting of the General Assembly: the compulsory annual meeting of the General Assembly, referred to in article 9 paragraph 1 and in article 19 paragraph 3 of the Articles of Association, to be held in principle within six months after the end of the financial year;
- n. annual accounts: the balance sheet and the statement of income and expenditure with the notes of EA;

- o. electronically: a legible and reproducible message sent electronically with the consent of the person with whom communication is taking place by or to EA to the address that has been made known by the person or by EA for this purpose;
- p. EU: European Union;
- q. EFTA: European Free Trade Association;
- r. European Legislation: Regulation (EC) 765/2008 setting out the requirements for accreditation and other EU/EFTA legislation referring to accreditation;
- s. Rules of Procedure: the rules referred to in article 18 of the Articles of Association;
- t. Technical committees: committees established by the General Assembly to discuss and harmonise the technical aspects of accreditation;
- u. Technical Management Board: the board established by the General Assembly to coordinate the technical activities of EA, referred to in article 16 of the Articles of Association;
- v. Multilateral Agreement Council: the council established by the General Assembly responsible for the EA peer evaluation process, which council is the decision-making body on the MLA and BLA, referred to in article 11 of the Articles of Association;
- w. MLA: EA Multilateral Agreement, referred to in article 11 of the Articles of Association;
- x. BLA: EA Bilateral Agreement(s), referred to in article 11 of the Articles of Association;
- y. conflict of interest, a direct or indirect personal interest that conflicts with the interests of EA and the organisation affiliated with EA.

Name and seat.

Article 2

1. The name of the association is: EUROPEAN CO-OPERATION FOR ACCREDITATION (EA).
2. EA has its domicile in the municipality of Utrecht, the Netherlands.
3. EA is governed by the law of the Netherlands.

Objectives.

Article 3

The objectives of EA are:

1. to serve as a cooperative network of its Members for the furtherance of a coherent European accreditation system that operates in the general European interest;
2. to harmonise and build consistency in accreditation as a public authority activity to support European trade and industry according to its needs and to the requirements laid down in applicable European legislations;

3. to evaluate the compliance of National Accreditation Bodies with the requirements of applicable harmonised standards, European legislations, and other criteria as applicable and agreed by EA;
4. to consolidate and strengthen the multilateral agreement based on the peer evaluation activities on mutual recognition of the accreditation activities operated by Members and to promote the international acceptance of this agreement;
5. to promote the establishment of agreements on mutual recognition of accreditation activities at the international level;
6. to enter into cooperation agreements with non-European accreditation bodies with the purpose to evaluate compliance with the requirements for the European accreditation system;
7. to establish closer cooperation with other regions on issues of mutual interest in facilitating international trade;
8. to promote confidence in the European accreditation infrastructure and in services provided by conformity assessment bodies accredited by EA, MLA and BLA signatories;
9. to be a resource on technical matters and contribute to the development, maintenance and implementation of accreditation in the EU and EFTA countries, and internationally;
10. to be the body recognised by the European Commission and EFTA as the European accreditation infrastructure.

Capital.

Article 4

EA's capital shall be made up of:

- a. contributions from Members;
- b. monies otherwise obtained.

Members of EA.

Article 5

1. EA shall have four categories of Members:

A. A Members:

National Accreditation Bodies legally appointed by its government in:

- a. a member state of the EU; or
- b. a member state of the EFTA; or
- c. a country which has been formally identified by the EU or EFTA as a candidate country for membership in the EU or EFTA.

A Members or their delegates have the right to attend meetings of the General Assembly, are entitled to cast votes at the General Assembly with regard to all issues and can be appointed as members of the Executive Board; A Members or their

delegates are also entitled to vote in the Technical committees.

B. B Members:

National Accreditation Bodies legally appointed by its government in:

- a. a country identified by the EU or EFTA as a potential candidate country for membership in the EU or EFTA; or
- b. a member state of the Council of Europe and signatory of a trade agreement with the EU.

B Members or their delegates have the right to attend meetings of the General Assembly, are entitled to cast votes at the General Assembly, however not with regard to the Articles of Association, the dissolution of EA, the Rules of Procedure and/or issues which are in relation to and/or have an impact on the EU, to be determined by the Executive Board; B Members or their delegates are also entitled to vote in the Technical committees, however not with regard to issues which are in relation to and/or have an impact on the EU, to be determined by the A Members of the relevant Technical committee or their delegates.

C. C Members:

National Accreditation Bodies legally appointed by its government in:

- a. a member state of the Council of Europe and not covered by the Membership categories A and B; or
- b. a country identified by the EU in the European Commission's Neighbourhood Policy as a country of particular importance.

C Members or their delegates have the right to attend meetings of the General Assembly, but are not entitled to cast votes at the General Assembly; C Members or their delegates are however entitled to vote in the Technical committees, however not with regard to issues which are in relation to and/or have an impact on the EU, to be determined by the A Members of the relevant Technical committee or their delegates.

D. D Members:

National Accreditation Bodies that are also a full member of another (recognized) regional accreditation body organization and that can therefore not be accepted as an A Member, a B Member or a C Member, to be determined by the Executive Board; D Members or their delegates have the right to attend meetings of the General Assembly, but are not entitled to cast votes at the General Assembly nor in the Technical committees.

Furthermore the Members have the rights accrued to them by or pursuant to the Articles of Association.

2. A Member shall inform the Executive Board immediately in writing or electronically of changes that may lead to it no longer meeting the requirements applicable to it for the Membership category set in this article.
3. The Executive Board shall keep a register of Members listing the names, addresses, e-mail addresses and telephone numbers of all the Members and their delegates, also showing to which category of Membership the Member belongs. Every Member shall state its own address and e-mail address as well as the address and e-mail address of its delegates and also any changes therein to EA immediately in writing or electronically.

Within EA, the Members shall be represented by one or more adult individuals, empowered to do so by law or the articles of association of the corresponding Member or under a special proxy given to him or them in writing by the corresponding Member, these persons hereinafter referred to as: "delegates". The requirement of the proxy being in writing shall be met if the proxy has been laid down electronically. A person may only, without prejudice to article 8 paragraph 8, within EA act as a delegate of one Member.

4. National Accreditation Bodies applying for Membership shall provide evidence that they meet the applicable requirements.
5. More detailed rules concerning Membership are contained in Rules of Procedure and its supplements.
6. Application for Membership shall be submitted to the Secretariat. The General Assembly decides whether to accept an applicant as a Member.
7. The Member contribution period commences from the date when the Membership comes into force. Hence, for the first calendar year of Membership, the Member shall pay the fees calculated from the month of participation to the end of the year on a pro rata basis.
8. A Member shall be obliged to pay annually a contribution. The level of contribution shall be established by the General Assembly not later than the first day of December the year before the Membership dues have to be paid.

End of Membership and suspension.

Article 6

1. The Membership shall end:
 - a. as a result of the Member ceasing to exist;
 - b. as a result of notice of termination by the Member;
 - c. as a result of notice of termination by EA;
 - d. as a result of expulsion.
2. The Member's notice of termination shall be given in writing at the latest three months before the end of the financial year.

If continuation of the Membership cannot reasonably be required by the Member the notice of termination may be given at any time with immediate effect. Furthermore the Member may terminate the Membership with immediate effect within one month after being informed of a resolution on conversion of EA into a different legal form, on merger or on split-off. The power of termination with immediate effect by the Member shall not exist in the event of any change of monetary rights and obligations.
3. EA's notice of termination is to be given in writing or electronically at the latest three months before the end of the financial year. EA may terminate the Membership if a Member has ceased to meet the requirements imposed for the Membership in the Articles of Association and also when EA cannot reasonably be required to allow the Membership to continue.

If continuation of the Membership cannot reasonably be required, notice of termination may be given at any time with immediate effect, which shall at any rate be the case if:

 - a. the Member does not fulfill his obligations to EA;

- b. the Member no longer meets the requirements imposed on the Membership;
- c. the Member acts contrary to the Articles of Association, the Rules of Procedure or other rules or resolutions of EA;
- d. the Member harms EA unreasonably.

Notice of termination by EA shall be effected by the Executive Board based on a decision of the General Assembly. The relevant Member shall be informed by the Executive Board of the decision of the General Assembly as soon as possible in writing, with a statement of the reasons.

4. Notice of termination contrary to the provisions in the preceding paragraphs shall cause the Membership to end at the earliest possible time following the date by which notice of termination was given.
5. Expulsion may only be pronounced if a Member acts contrary to the Articles of Association, the Rules of Procedure and other rules or resolutions of (bodies of) EA or harms EA in an unreasonable manner. Expulsion from the Membership shall be effected by the Executive Board based on a decision of the General Assembly. The relevant Member shall be informed by the Executive Board of the decision of the General Assembly as soon as possible in writing, with a statement of the reasons.
6. Subject to the above provisions about termination of the Membership by EA, if a Member does not fulfill his obligations to EA, a Member may be suspended by the Executive Board if and for as long as it does not, not fully or not in time fulfill its obligations to EA. The person concerned may appeal to the General Assembly from a decision on suspension of the Membership by the Executive Board within six weeks after receipt of the notification of the decision. Further provisions concerning suspension of Members may be included in the Rules of Procedure.
7. In case that one or more of the criteria for countries established in article 5 paragraph 1 of any Member is no longer fulfilled by reasons not attributable to the Member, the General Assembly can decide, upon the recommendation of the Executive Board, to maintain the Membership of the Member, in the same Membership category, for a period of time no longer than two years, to be determined by the General Assembly.

The General Assembly.

Article 7

The General Assembly is the highest decision-making body of EA and shall have all the powers that have not been entrusted to other bodies of EA by the law or the Articles of Association.

Admission and right to vote at the General Assembly.

Article 8

1. Each Member appoints a maximum two delegates to represent it in the General Assembly.
2. All delegates shall be admitted to the meetings of the General Assembly. Admission shall furthermore be granted to persons invited by the Executive Board. Delegates of

suspended Members shall not be admitted.

3. The chair of the meeting of the General Assembly shall decide on admission of others than the persons referred to in paragraph 2.
4. Delegates shall have the right to speak at the meetings of the General Assembly. Other persons present shall have this right if and in so far as the chair of the meeting of the General Assembly has given them the floor.
5. The delegate of any A Member that is not suspended shall be entitled to cast one vote in name of the concerned A Member at the General Assembly. If an A Member has appointed two delegates, they shall decide amongst themselves who will be empowered to cast the vote of the concerned A Member.
6. The delegate of any B Member that is not suspended shall be entitled to cast one vote in name of the concerned B Member at the General Assembly. The voting right excludes votes with regard to the Articles of Association, the dissolution of EA, the Rules of Procedure and/or issues which are in relation to and/or have an impact on the EU, to be determined by the Executive Board. If a B Member has appointed two delegates, they shall decide amongst themselves who will be empowered to cast the vote of the concerned B Member.
7. The delegate or delegates of any C Member and D Member and invited stakeholders may contribute to the meetings but have no voting rights at the General Assembly.
8. A delegate which is entitled to vote on behalf of an A Member or a B Member may have its vote cast at the meeting by proxy given to the delegate of another A Member or B Member entitled to vote. The requirement of the proxy being in writing shall be met if the proxy has been laid down electronically. As a proxy of a delegate of another A Member or B Member entitled to vote a delegate may only cast his vote at the meeting for one such delegate.
9. Subject to the provisions in the preceding paragraph a delegate of an A Member or a B Member entitled to vote may also participate in meetings of the General Assembly, speak and cast his vote at it by electronic means of communication. For the purpose it shall be required that via the electronic means of communication a delegate of an A Member or a B Member entitled to vote:
 - a. can be identified;
 - b. can follow the proceedings at the meeting direct;
 - c. can participate in the consultation; and
 - d. can exercise the right to vote.
10. Further rules about participation in balloting or voting at meetings of the General Assembly by electronic means of communication may be laid down in the Rules of Procedure.

General Assembly meetings.

Article 9

1. The General Assembly shall meet at least once per year and further as often and as many times as the Executive Board or one tenth of the A Members and the B Members or their delegates shall deem desirable.

2. The Executive Board shall be obliged to call a meeting of the General Assembly at not less than thirty days' notice if receiving a written request to do so from at least one tenth of the A Members and the B Members or their delegates. The requirement of the request being in writing shall be met if the request has been laid down electronically.
If the request is not granted within fourteen days, the persons making the request may convene that meeting themselves by making a call in accordance with the provisions in paragraph 3. The persons making the request may then charge persons others than the members of the Executive Board with the conduct of the meeting of the General Assembly and the keeping of the minutes.
3. The Secretariat shall convene the meetings, giving a notification in writing or electronically. A call for a meeting of the General Assembly shall be sent to the Members and their delegates at not less than thirty days' notice.

General Assembly resolutions.

Article 10

1. Resolutions can be presented to the General Assembly by the Executive Board, the Technical Management Board, the Multilateral Agreement Council, the Technical committees, or by one tenth of the A Members and the B Members or their delegates present in a General Assembly meeting.
2. Unless otherwise stated in the Articles of Association, valid resolutions may be adopted by a majority of two thirds of the votes cast at a meeting of the General Assembly at which at least three quarters of the A Members and the B Members are represented.
3. Valid resolutions regarding the Articles of Association, the dissolution of EA, the Rules of Procedure and issues which are in relation to and/or have an impact on the EU, to be determined by the Executive Board, shall be adopted by a majority of two thirds of the votes cast by A Members at a meeting of the General Assembly at which at least three quarters of the A Members are represented.
4. In case of the election of persons, the person may be elected by an absolute majority of the votes cast at a meeting of the General Assembly at which at least three quarters of the A Members and the B Members are represented.
5. More detailed rules concerning convening and holding of a meeting of the General Assembly shall be contained in the Rules of Procedure.
6. Resolutions may be adopted by the General Assembly otherwise than at a meeting. In this case, votes may only be cast by ballot, which shall be understood to be voting in writing or electronically. In such voting, the requirements of paragraph 7 of this article apply.
7. An unanimous resolution of the A Members and the B Members or their delegates entitled to vote, even if they are not convened at a meeting of the General Assembly, shall have the same force as a resolution of the General Assembly, provided that it is passed with prior knowledge of the Executive Board.
8. An unanimous resolution regarding the Articles of Association, the dissolution of EA, the Rules of Procedure and issues which are in relation to and/or have an impact on the EU, to be determined by the Executive Board, of the A Members or their delegates entitled to

vote, even if they are not convened at a meeting of the General Assembly, shall have the same force as a resolution of the General Assembly, provided that it is passed with prior knowledge of the Executive Board.

Decision-making process on MLA/BLA signatory status of National Accreditation Bodies.

Article 11

The General Assembly shall establish and maintain a decision-making process that allows decisions on issues related to the MLA and BLA signatory status of National Accreditation Bodies and on results of peer evaluations to be taken by all signatories to the MLA, including the BLA signatories, in an independent and impartial manner.

The Multilateral Agreement Council shall be the body responsible for the EA peer evaluation process and the decision-making body according to this article.

Executive Board.

Article 12

1. The composition of the Executive Board shall be:
 - a. the President and Vice-President, appointed by the General Assembly amongst delegates of the A Members; and
 - b. four additional persons appointed by the General Assembly amongst delegates of the A Members.
2. A member of the Executive Board needs to be senior management officer (with executive responsibilities) of the National Accreditation Body of an A Member, preferably chief executive officer or head of such a National Accreditation Body or deputy of a chief executive officer or head of such a National Accreditation Body.
3. All the members of the Executive Board shall be appointed as such by the General Assembly, in accordance with the provisions in this article and in article 10. This may also be done without a meeting of the General Assembly, such as by means of votes via the mail or electronically as referred to in article 10.
4. Each member of the Executive Board is bound to EA to properly fulfil his duties and to thereby focus on the interests of EA and the organisation affiliated with EA.
5. If the number of members of the Executive Board has fallen below the minimum number set in paragraph 1, the Executive Board remains fully authorised. However, a meeting of the General Assembly must then be convened as soon as possible in which meeting the filling of the vacancy or vacancies is addressed.
6. In the event that one or more member of the Executive Board are prevented from acting or are failing, the remaining members of the Executive Board or the only remaining member of the Executive Board shall temporarily be in charge of the management of EA. In the event that all members of the Executive Board or the only member of the Executive Board are/is prevented from acting or is failing, the person designated for that purpose by the General Assembly shall temporarily be in charge of the management of EA. A member

of the Executive Board is deemed to be prevented from acting if he/she is suspended, sick or if he/she cannot be contacted, provided that, where the member of the Executive Board is sick or cannot be contacted, the possibility of contact between the member of the Executive Board and EA did not exist for a period of at least thirty days, unless the General Assembly, in a specific case, decides otherwise.

7. Each member of the Executive Board, even if he/she has been appointed for a definite period, may always be dismissed or suspended by the General Assembly. A resolution of the General Assembly on suspension or dismissal of a member of the Executive Board may only be passed by a majority of at least two thirds of the votes cast.
A suspension that has not been followed within three months by a resolution on dismissal shall end on expiry of that period.
8. The President shall chair the meetings of the Executive Board. In the absence of the President, the Vice-President shall chair the meetings of the Executive Board. In the absence of both, the President and the Vice-President, the Executive Board shall choose its own chair of its meetings.
9. Further rules about the appointment of the members of the Executive Board may be laid down in the Rules of Procedure.

Executive Board: resolutions.

Article 13

1. The proceedings at every meeting of the Executive Board shall be laid down in minutes. These minutes shall be adopted by the Executive Board at the next meeting of the Executive Board.
2. In deviation from the matters provided by the law on the subject, the opinion of the President about the realization and the content of a resolution of the Executive Board shall not be decisive.
3. The Executive Board shall meet at least twice a year and furthermore as often as the President or at least two members of the Executive Board consider this desirable.
4. Meetings of the Executive Board shall be held in the place determined in the call.
5. Meetings of the Executive Board shall be called in writing or electronically by or on behalf of the President with observance of at least seven days' notice, not counting the day of the call and that of the meeting.
On a relevant request by at least two members of the Executive Board, the President must proceed to calling a meeting of the Executive Board within one week after receipt of that request, failing which the persons making the request may (have others) call the meeting themselves.
The convening notice shall contain the date, the hour and the place of the meeting of the Executive Board, and also the agenda.
6. As long as at a meeting of the Executive Board all the members of the Executive Board in office are present or represented, valid resolutions may be passed on all subjects brought up provided that they are done by a unanimous vote, even if the prescriptions given by the Articles of Association for calling and holding meetings of the Executive Board have not

been observed.

7. Admitted to the meeting of the Executive Board shall be the members of the Executive Board, the proxyholder with the title Executive Secretary, registered with the trade register and also those persons who have been invited by the Executive Board. The invitees may speak during the meeting if the chair of the meeting gives them the floor.
8. The Executive Board may only pass valid resolutions at a meeting of the Executive Board at which at least three quarters of the members of the Executive Board in office are present or represented. A member of the Executive Board may be represented by another member of the Executive Board by written proxy. The requirement of the proxy being in writing shall be met if the proxy has been laid down electronically. A member of the Executive Board may cast his vote as a proxy only for one other member of the Executive Board.
9. Every member of the Executive Board shall be entitled to cast one vote at a meeting of the Executive Board.
10. A member of the Executive Board shall not participate in the deliberations and voting in the case he/she has a conflict of interest. The Executive Board shall in such a case lay down in (an annex to) the minutes of the meeting with respect to which subject(s) and which member(s) of the Executive Board there was a conflict of interest.
If, however, the majority of or all members of the Executive Board have a conflict of interest, all members of the Executive Board are permitted to participate in the deliberations and voting of the Executive Board and the Executive Board shall decide. Any resolution of the Executive Board with respect to which there was a conflict of interest, requires the approval of the General Assembly.
11. In so far as nothing else has been provided by or pursuant to the Articles of Association, all resolutions at meetings of the Executive Board shall be passed by a majority of at least three quarters of the votes cast. Blank votes shall be considered as abstentions and treated as votes not cast. If the votes are tied, the proposal shall be rejected.
12. All votes at meetings of the Executive Board shall normally be taken orally. The chair of the relevant meeting of the Executive Board may determine, however, that the votes shall be cast in writing. If it concerns an election of persons any person entitled to vote and present may also desire that the votes are cast in writing. A written vote shall be taken by means of unsigned ballot papers.
13. The Executive Board may also pass resolutions in another way than at a meeting, provided that all the members of the Executive Board in office are given an opportunity to cast their votes and they have all declared in favour of the proposal in writing or electronically. A resolution passed without a meeting shall be laid down by the Secretariat in a record, which shall be adopted at the next meeting of the Executive Board. The record thus adopted shall be added to the minutes together with the documents referred to in the first sentence of this paragraph.
14. Subject to the provisions in the preceding paragraphs a member of the Executive Board may also participate in meetings of the Executive Board, speak at it and cast his/her votes by electronic means of communication, including by telephone and/or web meetings. For the purpose it shall be required that via the electronic means of communication the member of the Executive Board:
 - a. can be identified;

- b. can follow the proceedings at the meeting;
 - c. can participate in the consultation; and
 - d. can exercise the right to vote.
15. Further rules about the meetings and the resolutions of the Executive Board and about voting at meetings of the Executive Board by electronic means of communication may be laid down in the Rules of Procedure.

EA: representation.

Article 14

1. EA shall be represented by:
 - a. the Executive Board;
 - b. the President; or
 - c. the Vice-President; or
 - d. the proxyholder with the title Executive Secretary, registered with the trade register;
or
 - e. two jointly acting members of the Executive Board.
2. In all cases where EA has a conflict of interest with one or more of the members of the Executive Board, the provisions of paragraph 1 remain unaffected.
3. If there is a (potential) conflict of interest, the member of the Executive Board concerned shall report this immediately to the chair of the Executive Board and provide all relevant information. If it concerns the chair of the Executive Board himself/herself, he/she shall report this to another member of the Executive Board. The Executive Board then takes a position on this in the absence of the member of the Executive Board concerned. Whether there actually is a conflict of interest is at the discretion of the Executive Board.
4. The Executive Board may resolve to grant power of attorney to one or more members of the Executive Board, and also to third parties, to represent EA within the limits of that power of attorney.

Article 15

Provided that it is done after obtaining approval from the General Assembly, the Executive Board shall be empowered to enter into agreements to acquire, alienate and encumber registered property and also to enter into agreements in which EA binds itself as surety or several co-debtor, gives a guarantee for a third party or binds itself as security for a debt of a third party and to represent EA with regard to these acts. The absence of this approval may be relied upon against third parties.

Technical activities.

Article 16

Technical aspects of accreditation shall be discussed by the Technical committees and coordinated by the Technical Management Board.

Further rules about membership and specific tasks, responsibilities and voting rules of the Technical committees and the Technical Management Board shall be laid down in the Rules of Procedure.

Interested parties.

Article 17

The General Assembly shall facilitate an independent forum in which interested parties are represented in a well balanced way, in order for EA to account for its activities and to receive feedback and to understand and meet the needs of the market place. The Rules of Procedure will contain further provisions on the cooperation between this forum and EA, and the involvement of interested parties in the activities of EA.

Rules of Procedure and other rules and codes.

Article 18

1. The Rules of Procedure and other rules and codes of EA shall regulate additional provisions needed for the implementation of these articles of association and/or provide clarifications, as required.
2. The Rules of Procedure and other rules and codes of EA may not be contrary to the law and to the Articles of Association.
3. In so far as nothing else has been provided by or pursuant to these articles of association or otherwise exempted by the General Assembly, the rules and codes of EA, including the Rules of Procedure, shall be adopted by the Executive Board with the approval of the General Assembly.

Financial year, management report, annual accounts, accountability and budget.

Article 19

1. The financial year of EA shall coincide with the calendar year.
2. The Executive Board shall be obliged to keep such records of the capital position of EA that its rights and obligations may always be known from them.
3. At the annual meeting of the General Assembly within six months after the end of the financial year, bar extension of this period by the General Assembly, the Executive Board shall present a management report about the course of business in EA and about the policy conducted. The Executive Board shall submit the annual accounts to the General Assembly for approval, accompanied by a statement about its faithfulness coming from the accountant referred to in the next paragraph. The annual accounts shall be signed by all the members of the Executive Board; if the signature of one or more of them is lacking, this shall be stated with the reasons. After expiry of the period every Member may claim of the joint members of the Executive Board at law that they fulfill these obligations.

4. EA shall give an order to audit the annual accounts to an accountant referred to in section 2:393 paragraph 1 of the Dutch Civil Code. The General Assembly shall be empowered to grant the order to the accountant. If it does not do so, the Executive Board shall have this power. The accountant shall report to the Executive Board on the audit by laying down the outcome of the audit in an opinion about the faithfulness of the annual accounts. For the benefit of the audit the Executive Board shall be obliged to give the accountant all the information requested by him, to show him the cash and the values if desired and to make available the books, documents and other data carriers of EA for review.
5. Approval of the annual accounts by the General Assembly shall not discharge the members of the Executive Board from liability for the policy conducted during the past financial year.
After the proposal for approval of the annual accounts has been discussed, the General Assembly shall be given the proposal to grant discharge from liability to the members of the Executive Board for the policy conducted by them during the past financial year, in so far as that policy appears from the annual accounts or statements have been made about that policy in the General Assembly.
6. The Executive Board shall be obliged to keep the documents referred to in paragraphs 3 and 4 for at least seven years.
7. The particulars placed on a data carrier, with the exception of the balance sheet and statement of income and expenditure committed to paper, may be transferred to and stored on another data carrier, provided that the transfer is made with the correct and complete representation of the data and these data are available during the entire period of storage and can be made legible within a reasonable period.
8. The Executive Board shall propose the budget for the next financial year for approval by the General Assembly.

Financial Oversight Committee.

Article 20

1. The General Assembly shall establish a Financial Oversight Committee (FOC).
2. The Rules of Procedure shall contain further provisions on the election of members of the Financial Oversight Committee, obligations and reporting to the General Assembly by the Financial Oversight Committee.

Amendment of the Articles of Association.

Article 21

1. No amendment of the Articles of Association may be made without a resolution of the General Assembly, at a meeting called for the purpose with the statement that an amendment of the Articles of Association will be proposed there. The period for calling such a meeting of the General Assembly shall be at least one month, not counting the day of the call and that of the meeting.

2. The persons who have made a call to the meeting of the General Assembly for discussion of a proposal to amend the Articles of Association must make available for review by the Members a copy of that proposal, in which the proposed amendment has been included verbatim, in an appropriate place at least five days before the meeting of the General Assembly until after the end of the day on which the meeting is held.
3. A proposal on amendment of the Articles of Association shall require a majority of at least two thirds of the votes cast by A Members at a meeting of the General Assembly at which at least three quarters of the A Members are represented.
4. An amendment of the Articles of Association shall not take effect until it has been laid down in a notarial deed. Every member of the Executive Board and the proxyholder with the title Executive Secretary shall be independently empowered to have such a deed executed.

Dissolution and liquidation.

Article 22

1. EA may be dissolved by a resolution of the General Assembly. The provisions in paragraphs 1, 2 and 3 of the preceding article shall apply accordingly to such a resolution.
2. In the event of dissolution of EA its capital shall be liquidated by the members of the Executive Board, if and in so far as the General Assembly does not provide differently.
3. In the resolution on dissolution the General Assembly shall determine the use of any balance of the capital of the dissolved EA after payment of the creditors on the understanding that any balance of the capital of the dissolved EA left after payment of the creditors shall be distributed in conformity with the object of EA in as far as possible.
4. The books, documents and other data carriers of the dissolved EA shall be kept for at least seven years after EA has ceased to exist by the person designated for the purpose by the liquidators.

Final provision.

Article 23

1. The Executive Board shall decide in all cases not provided for by the law or the Articles of Association.
2. All references to the Dutch Civil Code are referring to the Dutch Civil Code in force at the date when the Articles of Association came into force.