

On the ninth of January two thousand and eight appeared before me, Mr. Remko Sander-----Oude Hengel, hereafter called "Notary", acting as representative for Mr Areka Cornelia-----Gerritsen, Notary on leave of absence residing at The

Hague:-----1. Mr. Jan BOOIJ, living at 2498 DB The Hague, Blauw Gildkruid 75, born in Ridderkerk--

on the eighteenth of March nineteen hundred fifty nine, identifying himself with----- driver's license nr. 3206364377, issued at Nootdorp on the thirty first of October two----- thousand and one,

married;-----

- 2. Mrs. Vidyavati Shakoentala Devi RAMBARAN MISHRE, living at 2563 BN The----- Hague, Laan van Meerdervoort 598a, born in Paramaribo (Republic of Suriname) on----- the twenty ninth of December nineteen hundred sixty four, identifying herself with----- passport nr. NJ3839571, issued at The Hague on the eight of June two thousand and----- five, presently unmarried with no registered partner.-----

Persons as appeared,

certified:-----**FOUNDING**

**AN ASSOCIATION**-----Herewith

founding an association complying with article 2:26 of the Civil Code, and-----laying down following articles of said

Association.-----**ARTICLES TO**

**ASSOCIATION**-----**Article 1 –**

**Name and Domicile**-----1.

**Name**-----

-----

The Association is called EUROPEAN NETWORK ON INTERCULTURAL----- ELDERLY CARE, "ENIEC" to be used as an abbreviated name-----

- 2.

**Domicile**-----

-----

The Association is domiciled at The Hague-----

**Article 2 – Objective and**

**funds**-----

- 1.

**Objective**-----

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The objective of the Association is to create a platform where professionals working----- in the field of elderly care, or those who have a connection with this through teaching,--- science or the public sector, can share their experience, develop new treatments or----- methodologies, realise cross-border researches and enhance the positive image of----- intercultural elderly care in the media, in the educational sector as well as politically.-----

The Association aspires to a better understanding and acceptance of everyone's----- cultural differences, so that all elderly inhabitants in European countries can live----- in a tolerant environment and intercultural understanding and respect for the individual--- and his or her

background.-----

- 2.

**Funds**-----

-----

The Association attempts to achieve this objective by:-----

- yearly organising a meeting, to be held in an European city;-----
- organising debates and (international) conferences and meetings;-----
- publish articles, or have these published;-----
- and/or otherwise initiating and facilitating discussions/projects and to do research-----  
on intercultural elderly care;-----
- all other legal means which may contribute towards the Association's objective.-----

**Article 3 –**

**Membership**-----

1.

**Members**-----

-----

All natural persons who recognise the objectives and articles of the Association may-----  
become a member. Membership is personal and not transitional.-----

2. **Application and**

**admittance**-----

Members are those persons who have applied for membership with the Executive-----  
Committee and are allowed by the Executive Committee to join the Association as-----  
such. In case of non-admittance by the Executive Committee, admittance may still be-----  
decided upon during the General

Meeting.-----

3. **Membership**

**register**-----

The Executive Committee's Secretary keeps a register containing names and-----  
addresses of all

members.-----

4.

**Suspension**-----

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The Executive Committee can suspend a member without giving a reason. Paid-----  
membership fees will not be refunded.-----

The Executive Committee can suspend a member for a maximum period of three-----  
months if the member has repeatedly failed to observe his membership obligations or-----  
has seriously prejudiced the Association's interests by improper conduct. During this-----  
suspension period the member loses his membership privileges.-----

5. **Appeal at the General**

**Meeting**-----

Within one month after the member has been notified by the Executive Committee of the resolution to suspend, the member can appeal at the next General Meeting. during the appeal period, the member will remain suspended.

**Article 4 – Membership**

**termination**

1.

**Termination**

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Membership

terminates:

a. upon the death of a member;

b. by notice of termination by the member;

c. by notice of termination by the Association;

d. by suspension.

2. **Notice of termination by the member**

Membership termination by the member can only take place toward the end of a financial year, in writing and with due observance of a notice period of at least one month. The member involved will still owe the membership contribution for the entire financial year. Late notice of termination will result in the membership terminating at the end of the next financial year, unless the Executive Committee decides otherwise due to mitigating circumstances.

Membership terminates with immediate effect:

a. if it cannot be reasonably expected from the member to let membership continue;

b. within one month after a decision has been made whereby the member’s rights are limited or his obligations increased, and this has become known to the member or he was made aware of, unless it concerns a change in the financial rights and obligations (membership fees);

c. within one month if the member has been informed of a resolution by the Association to convert to different legal form or to conclude a merger. In that case, he will still owe the originally fixed membership fee for that financial year.

3. **Termination of membership by the Association**

Termination of membership by the Association will be effected by the Executive Committee, by means of a written notice to the member stipulating the reason(s) for termination.

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Termination is possible:-----

- if a member no longer meets the statutory demands for membership, or-----
- if a member, in spite of a cautious reminder, still does not fulfil his obligations----- towards the Association,

or-----

- if it cannot be reasonably expected from the Association to let membership continue.----
- If a termination is decided upon, the date of terminating membership is also fixed.-----  
 Membership fee is still owed for the entire financial year.-----

**4.**

**Suspension**-----

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Suspension of membership can only be declared if a member is acting in violation of----- the articles, regulations or resolutions of the Association or if a member infringes on----- the Association in an unfair manner. This is effected by the Executive Committee, who---- notifies the member of this resolution as soon as possible, specifying reasons.-----  
 Within one month after the member has been notified of the resolution to terminate----- membership, said member can appeal at the next General Meeting. During the appeal----- period and pending the outcome, the member will remain suspended. A suspended----- member has no voting

right.-----

**5. Appeal at the General**

**Meeting**-----

Within one month after the member has been notified of the resolution to suspend, said---- member can appeal at the next General Meeting and plea.-----

**Article 5 –**

**Contributors**-----

Contributors are those persons who have been recognised as such by the Executive----- Committee. Contributors are bound by the articles and resolutions of the Executive----- Committee and the General Meeting. They will only be admitted to the General Meeting----- If the Meeting decided accordingly. They do not have the right to vote.-----

**Article 6 –**

**Funds**-----

Financial resources of the Association

are:-----

- Contributions/membership fees;-----

-

Donations;-----

-----

-

Subsidies;-----

-----

- Sponsor money;-----

- Income from activities by the Association or from its capital, and-----

- Other assets.-----

**Article 7 – Membership**

**contribution**-----

1.

**Assessment**-----

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The members pay a yearly contribution, the amount of which is assessed by the General Meeting. The members will be classified into categories who each pay a different contribution.

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2.

**Exemption**-----

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The Executive Committee is authorised to exempt a member from paying contribution in any financial year due to mitigating circumstances, partly or entirely.

**Article 8 – Executive Committee**

**Members**-----

1. **Number of Executive Committee**

**members**-----

The Association is run by an Executive Committee consisting of at least three persons.

The General Meeting decides on the number of Committee members.

If the number of Executive Committee members is less than the required minimum, the remaining members – in anticipation of filling the vacancies – carry out the Executive Committee’s

duties.

If the number of Executive Committee members falls below the required minimum as mentioned in this article, then the Executive Committee is still authorised. The

Executive Committee is obliged to call a General Meeting as soon as possible where the filling of vacancies is to be

discussed.

2. **Appointing Executive Committee**

**members**-----

The General Meeting appoints the Executive Committee members.

Selected members of the Association are

appointed.

The procedure to fill vacancies in the Executive Committee is drawn up in the rules and regulations of the

Association.

3. **Nominating a**

**member**-----

The Executive Committee nominates member for the Executive Committee.

4.

**Term**-----

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Executive Committee members are appointed for a period of one year.

An Executive Committee member can be reappointed six times for a consecutive period of one year in each

case.-----**Article 9 –**

**Termination of Executive Committee Membership/Suspension-----**

**1. Termination of Executive Committee membership-----**

Executive Committee membership terminates:-----

- by resigning according to the roster;-----

- by resigning at own request;-----

- by terminating membership of the Association;-----

- by death;-----

- by suspension according to a resolution by the General Meeting.-----

**2. Suspension by the General**

**Meeting-----**

An Executive Committee member can be suspended or dismissed by the General Meeting at any given time, stipulating reasons. The general members meeting decides to suspend or dismiss with a majority of two-thirds of the votes cast. The suspension ends if the general members meeting has not decided to dismiss within three months. The suspended member will be given the opportunity to justify himself and can be assisted by his legal

adviser.-----

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Suspension procedure is drawn up in the Association's rules and regulations.-----

**Article 10 – Executive Committee duties; Executive Committee meeting-----**

**1. Composition of the Executive**

**Committee-----**

The Executive Committee has a Chairman, a Secretary and a Treasurer.-----

The Executive Committee allocates duties, unless the General Meeting reserves the right to appoint a

Chairman.-----

The Executive Committee can delegate certain specified duties to a member of the Association who is not an Executive Committee member.-----

**2. Executive Committee**

**meetings-----**

The Executive Committee meets as often as the Chairman, the Secretary or two other members of the Executive Committee consider this necessary, The meeting will be convened in writing by the Secretary, including an agenda and if necessary, with additional explanation and

documents.-----

Either the Secretary or another member appointed by the Executive Committee takes-----  
minutes.-----  
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**Article 11 – Executive Committee**

**duty**-----

1.

**Duty**-----  
-----

The Executive Committee is responsible for the management of the Association.-----

**2. Committees or Study**

**Groups**-----

The Executive Committee can call Committees and Study Groups into being with pre-----  
determined duties. These Committees or Study Groups are the responsibility of the-----  
Executive Committee. The Executive Committee is authorised to dissolve them and-----  
to appoint or dismiss members and to revise their job description.-----

**3. Executive Committee**

**authorisation**-----

The Executive Committee is authorised to make decisions within budget as approved-----  
by the general members  
meeting.-----

The Executive Committee is not authorised to enter into agreements to acquire,-----  
alienate or encumber registered property or to enter into agreements whereby the-----  
Association commits itself as surety or joint and several debtor, warrants performance-----  
by a third party or provides security for the debt of a third party.-----

**Article 12 –**

**Representation**-----

**1. Statutory representation**

**power**-----

The Association is represented  
by:-----

- the whole Executive

Committee;-----

- two jointly acting Executive Committee

members.-----

**2. Keep up entry into Trade**

**Register**-----

The secretary keeps up entry into the Trade  
Register.-----

**3. Representation under Power of**

**Attorney**-----

The Executive Committee or two jointly acting Executive Committee members can-----  
grant power of attorney to one or more Executive Committee members or third parties-----  
be it jointly or separately, to represent the Association within the limits of that power-----  
of  
attorney.-----  
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**Article 13 – Coverage and**

**accountability**-----

**1. Association's financial**

**year**-----

The Association's financial year equals the calendar year.-----

**2.**

**Accounting**-----

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The Executive Committee is responsible for keeping the financial records of the-----  
Association, so that the rights and obligations of the Association are constantly-----  
observed. The Executive Committee provides an overview of income and expenditure-----  
in any Association's financial year as well as an overview of assets and debts at the-----  
beginning and at the end of the financial year, hereafter called the annual balance-----

sheets.-----

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The Executive Committee is obliged to keep these financial documents for at least ten-----

years.-----

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**3. Financial documents. Auditing**

**Committee**-----

The Executive Committee presents the annual balance sheet to the General Meeting-----  
for her

approval.-----

In the case where an accountant has not audited the annual balance sheet to be-----  
true as stated under article 2:393 section 1 of the Civil Code, then the balance sheet-----  
will be audited by an Auditing Committee appointed by the General Meeting consisting----  
of at least two members who cannot be a member of the Executive Committee.-----  
A member can take a seat on the Auditing Committee for a maximum of two-----  
consecutive

years.-----

The Executive Committee is obliged to allow the Auditing Committee inspection of-----  
all accounting records and all relevant documents, and to provide her with all required-----  
information. If the Executive Committee deems this necessary in order to fulfil her-----  
duties correctly, she can enlist the assistance of an independent expert.-----

The Auditing Committee reports her findings to the General Meeting, accompanied by-----  
an advice to either accept or reject approval of the annual balance sheets.-----

After the annual balance sheet has been approved by the General Meeting, proposal-----  
will be put forward to discharge the Executive Committee for its management insofar-----  
this appears from these

documents.-----

**Article 14 – The General**

**Meeting**-----

**1.**

**Authority**-----

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The General Meeting is granted all powers within the Association, insofar they are not acceded to the Executive Committee by law or by the articles.

**2. General**

**Meeting**

The General Meeting is convened by the Executive Committee.  
A number of members, entitled to cast at least one tenth of all votes, can request the Executive Committee in writing to convene a General Meeting within three months after making this request. If the Executive Committee has not convened a General Meeting within three months after receiving this request, the members may convene the meeting themselves.

**3. Annual**

**Meeting**

A General Meeting – the Annual Meeting – is held every year. Points for discussion in this annual meeting

are:

- a. a statement from the Executive Committee on the past year;
- b. proposal to accept or reject the annual balance sheet for the past year;
- c. proposal to approve and discharge the Executive Committee for its management;
- d. appointing members for the Auditing Committee for the Association’s coming financial

year;

- e. appointing members in case of Executive Committee vacancies, and
- f. proposals by the Executive Committee or by members as put forward at the time of convocation of the

meeting.

**Article 15 – Convocation of a General**

**Meeting**

**1. Convocation**

**method**

To convene a General Meeting takes place means

of:

- publication in the Association’s medium;

or

- written notice to the members’ addresses as listed in the register.

**2. Convocation**

**notice**

Convocation notice must be at least three months, not counting the day of convocation and the day of the

meeting.

**3.**

**Contents**

The convocation notice must state the agenda, in addition to the location, date and time.

**Article 16 – Admission and voting**

**right**

**1.**

**Admission**-----  
-----

Admission to the General Meeting is open to all non-suspended members of the-----  
Executive Committee and the Association. The General Meeting can decide to admit-----  
other persons to (a part of) the General

Meeting.-----

**2. Voting**

**right**-----

Each member of the Association is entitled to cast one vote.-----  
A suspended member has no voting

right.-----

**3. Voting by**

**Proxy**-----

A member with voting right may give another member the right to vote by proxy.-----  
This mandate should be in writing and presented to the Executive Committee prior to-----  
voting. A member cannot represent more than two other members.-----

**Article 17 – Resolutions by the General**

**Meeting**-----

**1. Absolute**

**majority**-----

If not otherwise stated in these statutes, resolutions are passed with an absolute-----  
majority of votes by members in attendance or represented in this meeting,-----  
regardless of their

number.-----

Blank or invalid votes will not count, however, they are valid in order to confirm the-----  
required quorum as stipulated in these

articles.-----

**2. Assessment of votes**

**cast**-----

Assessment issued by the Chairman about the outcome of a vote held during a meeting-----  
will be

conclusive.-----

**3. Election of**

**persons**-----

If a majority vote on the election of persons is not obtained during first voting, a-----  
second vote will be held. If again no majority is obtained, an interim vote will be held-----  
to decide which persons will be subject to a second ballot.-----

If voting is discontinued when electing persons, then fate decides.-----

**4. Discontinuance of voting on other**

**subjects**-----

If voting is discontinued on a subject which does not involve the election of persons,-----  
then the proposal is

rejected.-----

**5. Voting**

**method**-----

All voting will be oral unless the Chairman or three other members make it known-----  
prior to the meeting that a written vote is

required.-----

Written votes will be cast by means of unsigned, sealed ballots.-----  
Decision-making by acclamation is possible unless a member requests a vote by-----  
roll  
call.-----  
--

**6. Resolution on unannounced**

**subjects**-----

If all members are in attendance or represented at a meeting, then – provided there-----  
is a majority vote – valid resolutions may be passed on all subjects discussed, even-----  
if the procedure for calling the subject has not been observed when convening the-----

meeting.-----  
-----

**Article 18 – Managing the Meeting. Minutes of the Meeting**-----

**1.**

**Managing**-----  
-----

Members’ meetings are managed by the Chairman of the Association or his-----

Deputy.-----  
-----

If both the Chairman and his Deputy are absent, then the Executive Committee-----  
appoints another member to act as Chairman of the meeting.-----

If this also fails to provide a Chairman, then the meeting itself decides on a Chairman.-----

**2. Minutes of the**

**Meeting**-----

Minutes must be kept of all proceedings during each meeting by either the Secretary-----  
or by another person designated by the Chairman. The minutes will be recorded through---  
signature by the Chairman or by the Minutes

Secretary.-----

**Article 19 – Amendment to the Articles of Association; Conclude legal merger;**-----

**Convert legal form.**-----

**1.**

**Announcement**-----  
-----

The articles of Association may be changed by a resolution of the General Meeting.-----

If a proposal to change the articles of Association is made to the General Meeting, this-----  
should be mentioned when convening a General Meeting.-----

**2.**

**Proposal**-----  
-----

The members who have sent out the notice convening a General Meeting in order to discuss a proposal for an amendment to articles of Association, must also leave a copy of this proposal at a convenient place for the members, at least three days prior to the meeting. This copy must contain the verbatim text of the proposed amendment and will remain available until at least the end of the day the meeting takes place.

**3. Special majority and quorum**

**requirement.**

A resolution to amend an article to Association may only be passed with a majority of at least two-thirds of the votes cast. At least half the number of members must be in attendance or be represented at that meeting.

If the required quorum is not in attendance or represented, then the resolution to amend an article to Association will be moved to the next regular General Meeting, unless the General Meeting decides to hold a new General Meeting at short notice during which the resolution to amend an article will be decided upon.

The notice of convocation on a new General Meeting must contain that a resolution may be decided upon and why, irrespective of how many members are in attendance or represented at that meeting.

**4.**

**Implementation.**

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An amendment to the articles of Association will take effect immediately after a notarial deed has been drawn up. Each member of the Executive Committee is authorised to have a notarial deed drawn up of an amendment to articles.

A certified copy of the deed as well as a continuous text of the amended article must be deposited with the Trade Register.

**5. Conclude legal merger; Convert legal form.**

**form.**

The terms of the preceding articles on resolutions to amend articles of Association apply mutatis mutandis to resolutions to conclude legal merger or to convert legal form.

**Article 20 –**

**Dissolution.**

**1. Resolution to**

**dissolve.**

The Association may be dissolved following a resolution by the General Meeting.

The terms of the preceding articles on resolutions to amend articles of Association apply mutatis mutandis to a resolution to dissolve the Association.

When a resolution to dissolve has been passed, assets will be liquidated. If the Association has no assets at the time of dissolution, then the Association ceases to exist.

This will be communicated to the Trade Register by the Executive Committee.-----  
After liquidation, books and records of the Association must be kept for a period of-----  
seven years by the custodian as appointed in the resolution to dissolve the Association.-----  
Within eight days after commencement of his duty, the appointed custodian is obliged-----  
to provide his name and address to the Trade

Register.-----

The Executive Committee remains fully responsible for the management of the-----  
Association and dissolution

thereof.-----

## **2. Other**

**causes.**-----

In addition, the Association will be  
dissolved:-----

- by insolvency after the Association has been declared bankrupt or by lifting-----  
bankruptcy due the  
estate;-----
- In any cases as cited in the law and by a judicial sentence to that effect.-----

## **Article 21 –**

**Liquidation.**-----

### **1.**

**Liquidators.**-----

-----

The Executive Committee is assigned to liquidate assets of the Association, in as far-----  
the resolution to dissolve has not appointed any other liquidator(s).-----

### **2. Association in**

**liquidation.**-----

Pursuant the resolution to dissolve, the Association goes into liquidation.-----

After the dissolution, the Association remains in continued existence in so far this is-----  
this is required for

liquidation.-----

The articles of Association will remain in effect as much as is possible or needed during---

liquidation.-----

-----

When the Association issues documents and notices, the wording “in liquidation”-----  
is to be appended to the Association’s

name.-----

### **3. Settlement of**

**assets.**-----

Surplus assets after liquidation shall be settled in accordance with the Association’s-----  
objectives as much as possible. This settlement will be determined by the resolution to-----  
dissolve or in default thereof, by the

liquidator(s).-----

Liquidation ends at the time when assets known to the liquidators are no longer in-----

existence.-----

-----

When in liquidation, the Association dissolves at the time when liquidation ends.-----

The liquidators subsequently inform the Trade Register.-----

**Article 22 – Rules and**

**Regulations.**-----

**1.**

**Assessment.**-----

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The General Meeting may assess Rules and Regulations.-----

**2.**

**Contents.**-----

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The Rules and Regulations may stipulate further rules with regards to membership,-----  
Introducing new members, contribution, Executive Committee duties, Study Groups or----  
Committees, the  
meetings.-----

The Rules and Regulations cannot be in violation of the law or the articles to-----  
Association and may not contain provisions which should be regulated in the articles.-----

**Final**

**Statements.**-----

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Persons as appeared, finally  
declared:-----

**First Executive**

**Committee.**-----

The Executive Committee consists of three  
members.-----

In deviation from the procedure as laid down in articles of Association, these are herewith----  
appointed as Executive Committee members for the first time:-----

1. Person as appeared sub 1, as  
Chairman;-----

2. Mrs. Grete Madsen, living at 1209 Copenhagen K Denmark,-----  
Badstuestraede 11, born at Gentofte (Denmark) on the seventh of September-----  
nineteen hundred and forty nine, as

Treasurer;-----

3. Person as appeared sub 2, as  
Secretary.-----

**Address.**-----

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The Association’s address is: 2498 DB The Hague, Blauw Glidkruid

75.-----**First financial**

**year.**-----

The Association’s first financial year ends on the thirty first of December two thousand-----  
and  
eight.-----

-----**Entry into the Trade**

**Register.**-----

The Executive Committee bears the responsibility for immediately entering the-----  
Association into the Trade Register, in order to prevent the Executive Committee members----  
remaining severally liable for the Association’s obligations.-----

**Choice of domicile.**-----

Parties select the office of the Notary, as custodian of this deed, as domicile for everything---  
concerning this  
deed.-----

**Deed as drawn up** at The Hague on the date mentioned in the heading of this deed.-----

Persons as appeared, are known to me, the  
Notary.-----

Contents of the deed have been stated and explained to them. Persons appeared have-----  
declared not to want this deed read to them in full, to have received a draft of this deed-----  
prior to execution, to have knowledge of the contents of the deed and to agree with its-----  
contents.-----  
-----

This deed has been read in part only and signed immediately after, first by persons-----  
as appeared and then by me, the  
Notary.-----