

Report number: 21877/roh

Amendment of the articles of association

On * appeared before me, mr. Remko Sander Oude Hengel, notary with his registered office in TheHague:

*, acting in this regard as a written representative of the General Assembly of the association established in the articles of association in the Municipality of The Hague (actual address: 2272 TW Voorburg, Charley Tooropstraat 28): **EUROPEAN NETWORK ON INTERCULTURAL ELDERLY CARE**, REGISTERED IN THE TRADE REGISTER UNDER NUMBER 27311293, HEREINAFTER REFERRED TO AS: 'THE Association' and as such authorised to record the amendment of the articles of association by notarial deed.

The person who appeared stated to me, the notary, as follows:

INTRODUCTION

1. The Association was established by notarial deed on the ninth of January two thousand and eight before an observer of Mr. A.C. Gerritsen, at that time a notary in The Hague.
2. The statutes of the Association have not been amended since then.
3. On *, the General Assembly of the Association decided to amend the statutes of the Association.
The document attesting to that decision is attached to that document.
4. The person who appeared is authorised by the General Assembly to record this amendment of the articles of association by notarial deed.

AMENDMENT

As a result of the decision to amend the articles of the association, the articles of the association are as follows with immediate effect:

BYLAWS

Article 1 – Name and registered office

1. The association bears the name: **EUROPEAN NETWORK ON INTERCULTURAL ELDERLY CARE**, and can be abbreviated as 'ENIEC'.
2. The association is located in the municipality of The Hague.

Article 2 – Purpose

1. The aim of the association is to create and maintain a non-profit European network that contributes to ensuring equal opportunities for health, well-being and quality of life for the elderly and to do everything related to this or that can be conducive to this.
To contribute to this goal, the association advocates for understanding and appreciating cultural differences between and diversity of the elderly. The association works to create an environment free of discrimination, prejudice, stereotypes and inequality.
2. The association tries to achieve this goal by, among other things:
 - a. Holding an annual meeting
 - b. Stimulating debates, meetings, working visits and exchanges to support the exchange of knowledge, inspiration and practical examples.
 - c. Facilitating projects and research on topics that support the goal.
 - d. All other lawful means that may contribute to the purpose of the association.

Article 3 – Membership

1. All natural persons who subscribe to the purpose and statutes of the association

can become a member. Membership is personal and non-transferable. Only members 'in good condition' can actively contribute to the General Assembly. Members 'in good condition' are those members who have paid the annual membership fee before the General Assembly takes place.

2. Members are those who have registered as members to the board and have been admitted to the association by the board as such. In the event of non-admission by the board, the General Assembly may still decide to admit the member. The General Assembly may delegate the authority to do so to a committee set up for this purpose
3. The General Assembly may appoint a member as an honorary member based on his/her special merits to the association.
An honorary member has the same rights and obligations as an ordinary member. However, an honorary member does not have an obligation to pay the membership fee .
4. The secretary of the board maintains a register of members, in which the names and addresses of all members are recorded.
If a member has agreed to the convocation of a General Assembly by electronic means, the address published by the member for this purpose will be included in the register of members.
5. A member can be suspended by the board for a maximum period of three months if a member acts contrary to the statutes, regulations or decisions of the association, or unreasonably disadvantages the association. During this period of suspension, the member will not be able to exercise his membership rights. His membership obligations remain.
6. Within one month of the member's notification of the decision to suspend, that member may appeal against that decision to the General Assembly and defend itself there. To this end, the board is obliged to convene the General Assembly within four weeks of receipt of the notice of appeal. During the appeal period and pending the appeal, the member shall remain suspended.

Article 4 – Termination of membership

1. Membership ends by:
 - a. the death of the member;
 - b. termination by the member;
 - c. termination by the association;
 - d. expulsion.
2. Termination of membership by the member can only take place at the end of a financial year. The end of membership must be notified in writing and with due observance of a notice period of at least one month. Termination may be effected with immediate effect if the member cannot reasonably be expected to continue the membership. The membership fee for the current year remains due to the member. Late termination will result in the membership - including the associated obligations - not ending until the end of the next financial year, unless the board decides otherwise based on special circumstances.

A member may terminate his membership with immediate effect within one month of the date on which a decision restricting his rights or increasing his obligations becomes known or has been communicated to him; In that case, the decision does not apply to him.

A member may terminate his membership with immediate effect within one month of being notified of a decision to convert the association into another legal form, to merge or to demerger. In that case, he will continue to owe the membership fee originally set for that year.

3. Termination of membership by the association will take place by the board, by means of a written message to the member, stating the reason(s) for termination. Cancellation is possible:
 - if a member no longer meets the statutory requirements for membership; or
 - if a member - despite a written reminder - does not fulfil his obligations towards the association; or
 - when the association cannot reasonably be expected to continue the membership.
 The termination decision shall also specify the date of termination of membership. The membership fee for the current year remains due.
4. Disqualification from membership will be made by the board, by means of a written message to the member, stating the reason(s) for the disqualification. Disqualification is only possible if a member acts or has acted contrary to the statutes, regulations or decisions of the association, or unreasonably disadvantages or has prejudiced the association. The disqualification is immediate. The membership fee for the current year remains due.
5. Within one month of the member's notification of the decision to terminate or dismiss, that member may appeal against that decision to the General Assembly and defend himself there. To this end, the board is obliged to convene the General Assembly within four weeks of receipt of the notice of appeal. During the appeal period and pending the appeal, the member whose membership has been terminated is suspended.
6. The requirement of a notice of termination or a notice of disqualification is not met if the notice of termination or notice of disqualification has been communicated exclusively electronically.

Article 5 – Prospective members

1. The General Assembly may decide to establish the prospective membership. Prospective members are not members, do not have the right to vote, but can participate in activities of the association. There can be different categories of aspiring members. Prospective members only have access to the General Assembly if that meeting so decides. They do not have the right to vote there.
2. The arrangements made for members in these statutes regarding admission, termination and disqualification, with the consequences thereof, also apply to prospective members as much as possible.

3. The financial contribution linked to the prospective membership per financial year is determined by the General Assembly.
4. The board keeps a register in which the names, dates of birth and addresses of the prospective members are listed.

Article 6 – Donateurs

1. Donors are those who have been admitted as such by the board. There can be different categories of donors.
Donors are bound by the statutes, regulations and resolutions of the association. They will only have access to the General Assembly if that meeting so decides. They do not have the right to vote there.
2. The regulations made for members in these statutes regarding admission and termination with the consequences thereof, also apply to donors as much as possible.
3. The General Assembly determines the minimum amount that is payable by a donor to the association, either per financial year or once.
In addition, donors may be required to issue an order for automatic payment of the periodic contribution. The minimum donation may vary by category.
4. The secretary keeps a register in which the names and addresses of the donors are listed.

Article 7 – Membership fee of members

1. The members pay an annual membership fee , the amount of which is determined by the General Assembly. In addition, members may be required to issue an order for the automatic payment of the periodic contribution.
Members can be divided into categories that pay a different contribution.
2. The board is authorized, due to special circumstances, to grant a member a total or partial exemption from paying dues in any year.
3. The General Assembly may decide that the annual membership fee may be paid in instalments and may attach conditions to this.

Article 8 – Board: composition and appointment

1. The association is managed by a board consisting of at least three natural persons.
The General Assembly determines the number of board members.
The board has a chairman, secretary and treasurer.
The board itself provides for the distribution of the functions, unless the General Assembly reserves the right to appoint the chairman.
A non-full board retains its powers.
The board will ensure that the General Assembly can fill the vacancies as soon as possible.
2. The General Assembly appoints the members of the board.
This appointment is made from among the members of the association.

3. The appointment of board members is made by nomination. The board is authorized to draw up a nomination.
The nomination of the board will be announced at the time of the convocation of the General Assembly.
The nomination is not binding.
The General Assembly is also free to appoint the board if the nomination has not been communicated by the board at the latest when the General Assembly is convened.
4.
 - a. Board members are appointed for a period of two (2) years.
Board members resign according to a schedule to be drawn up by the board.
A board member who resigns according to the schedule may be reappointed immediately at most once.
A person who is not immediately eligible for reappointment may not be reappointed as a board member until a period of three years has elapsed following the end of his term of office.
 - b. The board member appointed to an interim vacancy shall take the place on the roster of the person to whom he was appointed.
5. In the event of the inability or absence of one or more board members, the other board members, or the only remaining board member, are temporarily entrusted with the management.
In the event of the inability or absence of all board members, a person to be appointed by the General Assembly for this purpose for an indefinite period of time is temporarily entrusted with the management.
In any case, an impediment is understood to mean suspension and the case in which, for whatever reason, no contact with a board member can be obtained by the association, a co-board member or a member for a consecutive period of at least seventy-two hours, on the understanding that the General Assembly may decide that a different period applies.

Article 9 – Board: termination of position, suspension

1. A board membership ends:
 - by the resignation of a board member;
 - by the expiry of the term for which the board member was appointed;
 - due to the death of a boardmember;
 - by placing a board member under guardianship or under administration of his entire assets;
 - when the board member is no longer a member of the association;
 - by dismissal of the member of the Executive Board on the basis of a resolution of the General Assembly by resolution taken by a majority of at least two-thirds of the votes cast in a meeting at which at least half of the members are present or represented;
 all this with due observance of the provisions below.
2. A board member may be suspended by the General Assembly at any time. Such suspension shall be effected by decision taken by a majority of at least two-thirds of the votes cast at a meeting at which at least half of the members are present or represented.
The suspension shall not exceed three months and may be extended once by the

General Assembly for that period. If there is no dismissal during the suspension, the suspension will have ended after the expiry of the term. The board member is given the opportunity to justify himself at the relevant General Assembly and can be assisted by counsel.

Article 10 – Board: convening, meetings, decision-making

1. Each board member is authorized to convene a meeting of the board.
2. The meetings of the Board shall be convened in writing, with due observance of a period of at least seven days, excluding the day of the meeting and the day of the meeting, stating the day, the starting time and place of the meeting and the items to be discussed (agenda).
The board member who has disclosed an address to the association for this purpose may be summoned to the meetings of the board by means of a legible and reproducible message sent electronically to that address.
3. The meetings of the board are held at the place to be determined by the person convening the meeting.
4. If there is a violation of one of the provisions of the two previous paragraphs, the board can still take legally valid resolutions if all board members are present or represented at the meeting.
5. A board member may grant a written power of attorney to another board member to be represented at the meeting. An electronically recorded power of attorney counts as a written power of attorney.
A board member can only represent one co-board member in the meeting.
6. In the meetings of the board, each board member has one vote.
Insofar as these articles of association do not prescribe a larger majority, the decisions are taken by the board by an absolute majority of the votes cast.
7. A board member shall not participate in the deliberations and decision-making if he has a direct or indirect personal interest in doing so that conflicts with the interests of the association and its affiliated company or organisation. If, as a result, no board decision can be taken, the board is still authorized to take the board decision.

Article 11 – Governance: chairing of meetings, minutes, decision-making outside the meeting

1. The chairman presides over the meetings of the board; In his absence, the assembly shall provide its own leadership.
2. The chairman of the meeting shall determine the manner in which votes are to be taken in the meetings.
3. The chairman's opinion on the outcome of a vote expressed at the meeting shall be decisive.
The same applies to the content of a decision taken, in so far as a vote has been taken on a proposal which has not been recorded in writing. If, immediately after the chairman's opinion has been pronounced, the correctness of the opinion is disputed, a new vote shall be taken if the majority of the meeting or, if the original

vote was not taken by roll call or in writing, a person present with the right to vote so requires. As a result of this new vote, the legal effects of the original vote will cease to apply.

4. Minutes of what is discussed in the meetings of the board are kept by the secretary or a person designated for that purpose by the chairman of the meeting. The minutes shall be signed by the chairman and the minute-taker of the meeting after they have been adopted.
5. The board may also take resolutions in a manner other than in a meeting if all board members have declared themselves in favour of the proposal in writing. A written statement also includes a legible and reproducible message sent electronically to the address established by the board for this purpose and made known to all board members.

Article 12 – Governance: duties and powers

1. The board is in charge of managing the association. Every board member is obliged to the association to properly perform the task assigned to him. The board is obliged to keep records of the financial situation of the association and everything related to the activities of the association, according to the requirements arising from these activities, in such a way and to keep the books, documents and other data carriers belonging thereto in such a way that the rights and obligations of the association can be known at all times.
The board is obliged to keep the books, documents and other data carriers in question for seven years.
2. The board is authorised to decide to enter into agreements for the acquisition, disposal and encumbrance of registered property, and to enter into agreements whereby the association undertakes to act as guarantor or joint and several debtors, to act on behalf of a third party or to provide security for the debt of a third party.
The board needs the approval of the General Assembly for the decision to enter into agreements as described above. This limitation of the authority's powers may be invoked against third parties.
3. The General Assembly may, by means of a resolution to that effect, subject the approval of the decisions of the board which are clearly defined. Such a decision of the General Assembly shall be communicated immediately to the Board.
The absence of such approval cannot be invoked against or by third parties.

Article 13 – Representation

1. The following are authorised to represent the association:
 - the entire board together;
 - two board members acting jointly.
 An individual board member cannot legally represent the association unless the board consists of one board member .
2. The board may decide to grant an occasional or continuous power of attorney to one or more board members and/or to others, both together and separately, to represent the association within the limits of that power of attorney.

Article 14 – Reporting and accountability

1. The financial year is the same as the calendar year.
2. At a General Assembly within six months after the end of the financial year, except for the extension of this period by the General Assembly, the board shall submit a management report on the course of affairs in the association and on the policy pursued. It submits the balance sheet and the statement of income and expenditure to the meeting for approval, together with an explanatory note. These documents are signed by the board members. If one or more of them does not sign, this shall be stated and the reasons for the absence of such signatures. If the association maintains one or more undertakings which are required by law to be registered in the commercial register, the statement of income and expenditure shall show the net turnover of these undertakings.
3. The Board submits the annual accounts to the General Assembly for approval.

If no auditor's report as referred to in Article 2:393(1) of the Dutch Civil Code is submitted on the veracity of these documents, the annual accounts will be audited beforehand by an audit committee of at least two members to be appointed by the General Assembly, who may not be members of the board. A member of the Audit Committee may serve on the Audit Committee for a maximum of two consecutive years.

The board is obliged to give the audit committee access to the entire accounts and the documents relating thereto and to provide all information it requires. If the committee deems it necessary for the proper performance of its task, it may be assisted by an external expert.

The committee reports on its investigation to the General Assembly, accompanied by a recommendation on whether or not to approve the annual accounts.

After the annual accounts have been approved by the General Assembly, the proposal is made to grant discharge to the board for the accounts and justifications submitted by him.

4. In a meeting to be held before the end of the financial year, the board adopts a budget of the income and expenses for the following financial year. The budget is drawn up by the treasurer and sent to all board members no later than the penultimate month of the financial year preceding the financial year to which the budget relates.
5. The board adopts a policy plan and updates this policy plan periodically. The policy plan provides insight into the activities to be carried out by the association, the method of raising funds, the management of the association's assets and how they are spent.

Article 15 – The General Assembly: authority and annual meeting

1. The General Assembly of the association has all the powers that are not conferred on the board by law or the articles of association.
2. Every year, no later than six months after the end of the financial year, a General

Assembly - the annual meeting - is held. The annual meeting will discuss, among other things:

- a. the report of the Executive Board for the past financial year and the budget for the current financial year;
- b. the proposal to approve or reject the annual accounts for the past financial year;
- c. the proposal to grant discharge to the Board;
- d. the appointment of the members of the audit committee for the new financial year;
- e. the appointment of board members if there are vacancies on the board; and
- f. proposals of the board or the members, as announced in the convocation of the meeting.

Article 16 – The General Assembly: convocation

1. The General Assembly is convened by the board.
A number of members, together authorised to cast at least one-tenth of the votes, may request the board in writing to convene a General Assembly within four weeks of that request. If the board has not issued the invitation to the meeting within fourteen days of receipt of that request, the applicants may convene the meeting themselves.
The requirement that the request referred to in the previous paragraph be in writing shall also be met if the request is recorded electronically.
2. The convocation of the General Assembly shall be effected by means of:
 - a publication in the association's body; or
 - a written notice to the addresses of the members according to the register of members; or
 - an advertisement in a widely read local newspaper.
 The convening of the meeting may also be effected, if a member so agrees, by means of a legible and reproducible message sent by electronic means to the address published by the member for this purpose.
3. The period of convocation is at least fourteen days, excluding the day of the convocation and the day of the meeting.
4. In addition to the place, date and time of the meeting, the convocation must include an agenda indicating which topics will be discussed.

Article 17 – The General Assembly: access and voting rights

1. All non-suspended members of the board and of the association have access to the General Assembly. The meeting may decide to admit other persons to (part of) the meeting. Suspended members and members whose membership has been terminated or who have been removed from membership shall have access to that part of the meeting where the appeal against suspension, termination or removal is at issue.
2. Each full member and each honorary member shall have one vote.
A suspended member shall not have the right to vote.
3. A voting member may authorize another voting member to vote on his behalf.
This proxy must be given in writing and submitted to the board before the vote.

The requirement of the power of attorney being in writing is met if the power of attorney has been recorded electronically.

4. The board members have an advisory vote in the General Assembly.

Article 18 – The General Assembly: decision-making

1. Unless otherwise provided in these statutes, a resolution shall be taken by an absolute majority of the members present and represented at the meeting, regardless of their number.
Blank and invalid votes shall not count for the purposes of decision-making but shall count towards the determination of a quorum prescribed in this Statute.
2. The chairman's opinion on the result of a vote given in the meeting shall be decisive. The same applies to the content of a decision taken, in so far as a vote has been taken on a proposal which has not been recorded in writing. If, immediately after the chairman's opinion has been delivered, the correctness of the opinion is disputed, a new vote shall be taken if the majority of the meeting or, if the original vote was not taken by roll call or in writing, a person present with the right to vote so requires. As a result of this new vote, the legal effects of the original vote will cease to apply.
3. If a majority is not obtained in the vote on the election of persons on the first ballot, a new vote will be held. If no majority is obtained, an intermediate vote will decide which persons will be re-elected.
If the votes are tied in the election of persons, the lot decides.
4. If there is a tie on a proposal that does not concern the election of persons, the proposal is rejected.
5. All votes shall be taken orally, unless the Chairman or at least three Members announce that they wish to request a written vote before the vote.
Written voting will take place on unsigned, closed ballot papers. Decisions may be taken by acclamation unless a member requests a roll-call vote.
A member with voting rights may also exercise his or her right to vote by means of an electronic means of communication, provided that the person entitled to vote can be identified by the electronic means of communication, can directly take note of the proceedings at the meeting and can exercise the right to vote.
The board may impose conditions on the use of the electronic means of communication. These conditions will be announced at the time of the convocation.

A member with voting rights may cast his vote prior to the General Assembly by electronic means of communication, but not earlier than on the thirtieth day before that of the meeting. Such a vote shall be treated in the same way as votes cast during the meeting. A vote cast in this way cannot be revoked.
6. A unanimous decision of all members, even if they are not gathered in a meeting, has the same force as a resolution of the General Assembly, if it is taken with the prior knowledge of the board.
7. If all members are present or represented at a meeting, valid decisions can be

taken on all subjects discussed - unanimously - even if the subject has not been announced or has not been announced in the prescribed manner at the time of the convocation or if the convocation has not been validly issued.

Article 19 – The General Assembly: management and minutes

1. A General Assembly is chaired by the president of the association.
If the chairman is absent, the board will appoint another board member as chairman of the meeting. If the Chair is not provided for in this way, the Assembly itself shall provide for its leadership.
2. Minutes of what was discussed at each meeting shall be kept by the secretary or another person designated for that purpose by the chairman of the meeting, which shall be signed by the chairman and the minute-taker.

Article 20 – Amendment of the articles of association

1. The statutes of the association may be amended by a resolution of the General Assembly. If a proposal to amend the articles of association is to be made to the General Assembly, this must always be mentioned in the convocation of the General Assembly.
2. Those who have convoked the General Assembly to discuss a proposal to amend the articles of association must make a copy of that proposal, in which the proposed amendment is incorporated verbatim, available for inspection by members at least five days before the meeting. This copy must be available for inspection until after the end of the day on which the meeting is held.
3. A decision to amend the articles of association must be taken by a majority of at least two-thirds of the votes cast.
4. An amendment to the articles of association takes effect immediately after it has been recorded in a notarial deed. Each boardmember is authorised to record an amendment to the articles of association by notarial deed.
An authentic copy of the instrument of amendment and a continuous text of the amended articles of association must be filed with the Commercial Register.

Article 21 – Merger, division, conversion

The provisions of the previous article shall apply mutatis mutandis to a resolution of the General Assembly to merge or demerger within the meaning of Title 7 of Book 2 of the Dutch Civil Code and to a resolution of the General Assembly to convert the association into another legal form in accordance with Article 2:18 of the Dutch Civil Code, as far as possible, without prejudice to the requirements of the law.

Article 22 – Dissolution

1. The association may be dissolved by a resolution of the General Assembly. The provisions of these articles of association concerning a resolution to amend the articles of association shall apply mutatis mutandis to a resolution to dissolve.
The decision to dissolve shall determine the allocation of any surplus liquidation balance.
If, at the time of its dissolution, the association no longer has any assets, it ceases to exist. In that case, the board will report this to the trade register.
The books and documents of the dissolved association remain for seven years

after the association has ceased to exist under the custody of the person designated by the board in the decision to dissolve. Within eight days of the commencement of its retention obligation, the appointed custodian must provide its name and address to the Commercial Register.

2. The association is also dissolved by:
 - insolvency after the association has been declared bankrupt or by the liquidation of the bankruptcy due to the state of the estate;
 - a court decision to that effect in the cases provided for by law.

Article 23 – Liquidation

1. The board is responsible for the liquidation of the assets of the association, insofar as no other liquidator(s) has been appointed by the dissolution decision.
2. After the decision to dissolve, the association is in liquidation.
The association will continue to exist after its dissolution if and to the extent necessary for the liquidation of its assets.
During the liquidation, the provisions of the articles of association shall remain in force as far as possible and necessary.
In documents and announcements emanating from the association, 'in liquidation' must be added to the name of the association.
3. A surplus after liquidation is allocated to a destination that is as much as possible in accordance with the purpose of the association.
This appropriation is determined by the liquidator(s) by the liquidator(s) in the dissolution decision, or in the absence thereof.
The liquidation ends at the time when there are no more assets known to the liquidators.
In the event of liquidation, the association ceases to exist at the time when the liquidation ends. The liquidators shall report this to the Commercial Register.

Article 24 – Regulations

1. The General Assembly may adopt one or more regulations.
2. Regulations can provide further rules about, among other things, membership, the introduction of new members, the membership fee, the activities of the board, working groups or committees, and meetings.

Regulations may not conflict with the law or the statutes and may not contain provisions that should be regulated by statutes.

LOCK

WHICH DEED was drawn up in The Hague on the date mentioned in the head of this deed.

The person who appeared is known to me, the notary.

The contents of the document have been given and explained to the person who appeared. The person who appeared stated that he did not wish to see the document read in full, that he had received a draft of the document before it was executed, that he had taken note of the contents of the document and that he agreed with its contents.

This deed was read out to a limited extent and signed immediately afterwards, first by the person who appeared and then by me, the notary.