

Socio-Gerontechnology Network

Articles of Association

On the thirtieth of March two thousand and twenty-two appeared before me, Siegrid Catharine Wilhelmina Lilian Jansen, civil-law notary in Utrecht, with her office in Vleuten:

Ms ASHLEY VAN SCHUIJLENBURG, officiating at 3451 SW Vleuten, Smalle Themaat 17A, [REDACTED]

[REDACTED], acting in this capacity as the written attorney of:

1. Dr ALEXANDER PEINE, [REDACTED]

2. Mr LOUIS BARBARA MARIA NEVEN, [REDACTED]

The appearer acting as aforesaid, on behalf of her proxies, declared by this deed to establish an association, which shall be governed by the following:

Articles of association.

Article 1.

Definitions.

In these articles of association, the following definitions shall apply:

- General Assembly: The body of the Association formed by voting members of the Association;
- Board: the Board of the Association;
- In writing: By letter, fax or e-mail, or by message transmitted by any other common means of communication that can be received electronically or in writing provided that the identity of the sender can be established with adequate certainty;
- Articles: The Articles of Association;
- Association: The legal entity to which the Articles of Association relate.

Article 2.

Name.

The Association shall bear the name: Socio-Gerontechnology Network.

Article 3.

Seat.

The Association shall have its seat in the municipality of Utrecht.

Article 4.

Purpose.

1. The Association aims to promote interdisciplinary research in the field of Socio-gerontechnology and to contribute to education through publication and documentation of this research.
2. The Association shall endeavour to achieve this purpose, inter alia, by :
 - a. organising conferences, networking events and on-line meetings;
 - b. promoting interdisciplinary understanding of and research into theories, methodologies and methods related to engineering and ageing;
 - c. providing publications and other forms of knowledge sharing;
 - d. strengthening links with academic and non-academic international communities;
 - e. increasing the legitimacy and visibility of Socio-gerontechnology, within and outside academia;
 - f. promoting education and training opportunities for current and future students in Socio-gerontechnology.

Article 5.**Members.**

1. The Association shall have:
 - a. ordinary members;
 - b. organisations;
 - c. honorary members.
2. Ordinary members are natural persons wishing to contribute to the objectives of the Association.
Organisations are legal persons interested and/or active in the field of Socio-gerontechnology.
Honorary members are those who have rendered special merit to the objectives of the Association.
3. The Board shall keep a register containing the names and addresses of all members. The Board shall ensure correct implementation of General Data Processing Regulation.

Article 6.**Admission.**

1. The Board shall decide on the admission of members.
2. In case of non-admission, the General Meeting may still decide on admission.

Article 7.**Termination of membership.**

1. Membership of the Association shall end:
 - a. by the death of the member;
 - b. by termination by the member;
 - c. by termination by the Association.
This can take place if a member does not fulfil his/her obligations towards the Association, as well as if the Association cannot reasonably be required to continue the membership;
 - d. by expulsion.

This can only be pronounced if a member acts contrary to the Statutes, regulations or resolutions of the Association, or harms the Association in an unreasonable manner.

2. Termination by the Association shall be effected by the Board.
3. Termination of membership by the member or by the Association may only take place towards the end of a financial year and subject to four weeks' notice.
However, membership may in any case be terminated by the end of the financial year following the financial year in which notice of termination was given.
Furthermore, membership may be terminated immediately if the Association or the member cannot reasonably be required to continue the membership.
4. Termination contrary to the provisions of the preceding paragraph shall cause membership to end at the earliest permissible time following the date on which notice of termination was given.
5. A member may terminate its membership with immediate effect within one month of being notified of a resolution to convert the Association into another legal form or to merge or demerge within the meaning of Title 7, Book 2 of the Dutch Civil Code.
6. A member may also terminate its membership with immediate effect within one month of the member becoming aware of or being notified of a resolution restricting its rights or increasing its obligations towards the Association.
In that case, the decision shall not apply to him/her.
A member shall not be entitled to exclude a decision whereby his/her financial rights and obligations are changed by terminating his/her membership.
7. Expulsion from membership shall be effected by the Board.
8. A decision to terminate membership by the Association on the grounds that a member has failed to fulfil his/her obligations towards the Association, as well as a decision that the Association cannot reasonably be required to continue the membership and a decision to expel a member may be appealed to the General Meeting within one month of receiving notification of the decision.
The member shall be notified in writing of the decision and the reasons for it as soon as possible.
During the period of appeal and pending the appeal, the member shall be suspended, provided, however, that the suspended member shall have the right to answer at the General Meeting at which the appeal referred to in this paragraph is dealt with.
9. If membership ends during a financial year, the annual contribution shall nevertheless remain payable in full.

Article 8.

Annual contributions. Commitments.

1. The members are obliged to pay an annual contribution, which shall be determined by the General Meeting.
For this purpose they may be divided into categories paying different contributions.
2. The Board shall be authorised to grant full or partial exemption from the obligation to pay a contribution in special cases.

Article 9.

Governance.

1. The Board shall consist of a number to be determined by the General Meeting of three or more persons appointed by the General Meeting, provided that the members of the first Board shall be appointed by this deed.
2. Directors shall be appointed from among the members of the Association.

Article 10.

End of membership of the Board. Periodic resignation. Suspension.

1. Any director, even if appointed for a fixed term, may be dismissed or suspended by the General Meeting at any time.
A suspension that is not followed by a resolution to dismiss within three months shall end by the expiry of that period.
2. Each board member shall retire no later than two years after her/his appointment, according to a retirement schedule to be drawn up by the Board.
The retiring Board member shall be immediately eligible for re-election for a subsequent two-year term, provided that a retiring Board member cannot be re-elected more than twice for a maximum period of two years. Those appointed to an interim vacancy shall take the place of their predecessor on the roster.
3. Membership of the Board shall further terminate:
 - a. by termination of membership of the Association in respect of a director appointed from among the members;
 - b. by thanking.

Article 11.

Functions on the Board. Decision-making of the Board.

1. The Board (except the first Board whose members are appointed in office) shall appoint from among its members a chairman, a secretary and a treasurer.
The Board may appoint a replacement for each of them from among its members.
A Director may hold more than one office.
2. The secretary shall take minutes of the proceedings at each meeting of the Board, which shall be adopted and signed by the chairman and the secretary.
3. Resolutions of the Board may also be passed In Writing instead of in a meeting, provided they are passed unanimously by all directors.
4. Further rules concerning the meetings of and decision-making by the Board may be laid down in Bye-Laws.
5. Each member of the Board shall be obliged towards the association to properly fulfil the duties assigned to them. If it concerns a matter that the duties of two or more members of the group management, each of them shall be jointly and severally liable, unless they prove that the shortcoming is not attributable to them and that they have not been negligent in taking measures to avert the consequences thereof.
6. In the event of the absence or inability to act of one or more members of the board, the remaining board members are charged with managing the association. In the event of the absence or inability to act of all members of the Board, the management of the Association shall be temporarily entrusted to one or more persons to be appointed by the General Meeting of Members.

7. A board member shall not participate in the deliberations and decision-making concerning a subject in which he/she has a conflict of interest. The other board members, regardless of their number, shall be in charge of decision-making.
If all board members cannot participate in the decision-making, the General Meeting of Members takes the decision.

Article 12.

Task of the Board. Representation. Fees.

1. Subject to the limitations according to the Articles of Association, the Board shall be charged with the management of the Association.
2. If the number of directors has fallen below three, the Board shall remain competent. However, the Board shall be obliged to convene a General Meeting as soon as possible at which the filling of the vacancy(ies) shall be discussed.
3. The Board shall be authorised to have certain parts of its task performed under its responsibility by committees appointed by the Board.
4. Subject to the approval of the General Meeting, the Board shall be authorised to resolve to enter into agreements to acquire, dispose of and encumber registered property, and to enter into agreements whereby the Association binds itself as surety or joint and several co-debtor, warrants performance by a third party or provides security for a debt of another, and to represent the Association in respect of these acts.
The absence of the aforementioned approval of the General Meeting may be invoked against third parties.
5. The General Meeting is authorised to subject resolutions of the Board to its approval. Such resolutions shall be clearly defined and notified In Writing to the Board. These decisions must be clearly defined and communicated In Writing to the Board.
6. Without prejudice to the provisions of paragraph 4 of this Article, the Association shall be represented by the Board.
The power of representation also accrues to each Board member individually.
7. No remuneration can be granted to the directors.
Expenses shall be reimbursed to the directors upon presentation of supporting documents.

Article 13.

Management report. Presentation of accounts.

1. The financial year of the Association shall run from April 1st in any calendar year to April 1st in the following calendar year.
2. The Board is obliged to keep records of the Association's financial position and of everything concerning the activities of the Association in accordance with the requirements arising from these activities, and to keep the books, documents and other data carriers in such a way that the Association's rights and obligations can be known at all times.
3. At a General Meeting, within six months after the end of the financial year, unless this period is extended by a maximum of four months by the General Meeting, the Board shall present a management report on the course of affairs in the Association and on the policy pursued.

The Board shall submit the balance sheet and the statement of income and expenditure for each financial year with explanatory notes to the General Meeting for approval.

These documents shall be signed by the directors; if the signature of one or more of them is missing, this shall be stated and reasons shall be given.

After expiration of the term, each member may claim in court from the joint directors that the directors fulfil these obligations.

4. The General Assembly shall appoint from among the members an audit committee of at least two persons who may not be members of the Board.
The audit committee shall examine the documents referred to in the second sentence of paragraph 3 of this article and report its findings to the General Assembly.
The Board shall be obliged to provide the audit committee with any information it requests for the purpose of its investigation, to show it the cash of the Association and the values if it so desires, and to make the books, records and other data carriers of the Association available for consultation.
5. If the examination of the accounts requires special accounting knowledge, the audit committee may be assisted by an expert.
6. The charge of the audit committee may be revoked at any time by the General Assembly, but only by the appointment of another audit committee.
7. The Board shall be obliged to keep the books, documents and other data carriers referred to in paragraphs 2 and 3 of this Article for seven years, without prejudice to the provisions below in paragraph 8 of this Article.
8. The data deposited on a data carrier, with the exception of the balance sheet and statement of income and expenditure drawn up on paper, may be transferred and kept on another data carrier, provided that the transfer is made with an accurate and complete representation of the data and that these data are available for the entire retention period and can be made readable within a reasonable time.

Article 14.

General Meetings.

1. The General Meeting shall have all powers in the Association which are not assigned to the Board by law or by the Articles of Association.
2. A General Meeting - the Annual Meeting - shall be held annually, not later than six months after the end of the financial year.
The items to be discussed at the annual meeting shall include:
 - a. the management report and the account and accounts referred to in Article 13 with the report of the committee referred to there;
 - b. the appointment of the committee referred to in Article 13 for the next financial year;
 - c. filling any vacancies;
 - d. proposals by the Board or members, announced in the notice of the meeting.
3. Other General Meetings shall be convened as often as the Board deems desirable, or when it is required to do so by law or the Articles of Association.
4. Furthermore, at the written request of at least such a number of members as is authorised to cast at least one-tenth of the votes, the Board shall be obliged to call a General Meeting at a period of not more than four weeks after submission of the request.

If the request is not complied with within fourteen days, the applicants themselves may convene the meeting by notice in accordance with Article 18 or by posting a notice on the Web site of the Association, subject to the period of notice mentioned in Article 18. The petitioners may then assign others than directors to conduct the meeting and take the minutes.

Article 15.

Access and voting rights.

1. Admission to the General Assembly shall be open to all members of the Association. Suspended members shall not have access, except as provided in paragraph 8 of Article 7 and suspended directors.
2. The General Meeting shall decide on the admission of persons other than those referred to in paragraph 1 of this Article.
3. Each ordinary member of the Association who is not suspended shall have one vote. Each institutional member has two votes.
4. If the Board has opened the possibility to do so in the notice of a General Meeting, the members are authorized to exercise their right to vote by means of an electronic means of communication, provided that (i) the conditions to be imposed on the use of the means of communication such as the connection, security and the like are disclosed in the notice, (ii) the member can be identified, (iii) the member can directly take note of the proceedings at the meeting, and (iv) if this possibility is opened, the member can participate in the deliberations.
5. If the Board has opened the possibility of doing so In Writing, votes may be cast prior to the General Meeting via an electronic means of communication, but no earlier than the thirtieth day before that of the meeting, at an e-mail address specially designated for this purpose. Such votes shall be treated the same as votes cast at the General Meeting.

Article 16.

Chairmanship. Minutes.

1. The General Meetings shall be presided over by the President of the Association or her/his deputy.
In the absence of the chairman and her/his deputy, one of the other directors to be appointed by the Board shall act as chairman.
If the chairmanship is not provided for in this manner either, the meeting itself shall provide for this.
2. Minutes shall be taken of the proceedings at each meeting by the secretary or another person designated by the chairman for that purpose, which shall be adopted and signed by the chairman and the minute taker.
Those convening the meeting may have a notarial record made of the proceedings.
The contents of the minutes or minutes shall be brought to the attention of the members.

Article 17.

Decision-making of the General Assembly.

1. The opinion expressed by the President at the General Meeting concerning the result of a vote shall be decisive.
The same applies to the contents of a resolution passed insofar as a vote was taken on a motion not recorded in Writing.
2. However, if the correctness of a judgment referred to in the first paragraph is disputed immediately after it is pronounced, a new vote shall be taken if the majority of the meeting or, if the original vote was not by roll call or by ballot, a person present with voting rights so requires.
3. This new vote shall remove the legal effects of the original vote.
Insofar as the Articles of Association or the law do not provide otherwise, all resolutions of the General Assembly shall be passed by an absolute majority of the votes cast.
4. Blank votes and invalid votes shall be deemed not to have been cast.
5. If in an election of persons no one has obtained an absolute majority, a second vote, or in the case of a binding nomination, a second vote between the nominated candidates, shall take place.
If again no one has obtained an absolute majority, repeat voting shall take place until either one person has obtained an absolute majority or the vote is between two persons and the votes are tied.
In the aforementioned re-ballots (not including the second ballot), a vote shall always be taken between the persons who were voted for in the previous ballot, but excluding the person who received the smallest number of votes in that previous ballot.
If in that preceding ballot the smallest number of votes was cast for more than one person, lots shall be drawn to determine which of those persons can no longer be voted for in the new ballot.
In the event of a tie in a vote between two persons, lots shall be drawn to decide which of the two is elected.
6. If the votes are tied, the proposal shall be rejected, without prejudice to the provisions of paragraph 5 of this article.
7. All voting shall take place orally.
However, the chairman may determine that votes shall be cast by means of ballot papers. If it concerns an election of persons, any person present and entitled to vote may also demand that votes be cast by ballot paper.
Voting by ballot papers shall be by unsigned sealed ballot papers.
Decision-making by acclamation is possible, unless a person entitled to vote requires a roll-call vote.
8. A unanimous resolution of all members, even if not convened in a meeting, if taken with the prior knowledge of the Board, shall have the same force as a resolution of the General Assembly.
This also applies to resolutions to amend the Statutes or to dissolve the Association.
9. As long as all members are present or represented at a General Meeting, valid resolutions may be passed, provided they are passed unanimously, on all matters on the agenda - including, therefore, a proposal to amend the Articles of Association or to dissolve the Association - even if the convocation has not been made in the prescribed manner or if any other requirement relating to the convocation and holding of meetings or any related formality has not been observed.

Article 18.

Convening General Meeting.

1. The General Meetings shall be convened by the Board, without prejudice to the provisions of Article 14(4).
The convocation shall be made In Writing to the addresses (including e-mail addresses) of the members according to the register referred to in Article 5.
The notice period shall be at least seven days.
If a member consents In Writing, the convocation may be made by a legible and reproducible message sent electronically to the address notified In Writing by members to the Association for this purpose.
2. The notice of convocation shall state the matters to be discussed, without prejudice to the provisions of Articles 19 and 20.

Article 19.

Amendment of the Articles of Association.

1. Without prejudice to the provisions of Article 17 paragraphs 8 and 9, the Articles of Association may only be amended by a resolution of a General Meeting, which has been convened with the announcement that an amendment of the Articles of Association will be proposed at that meeting.
2. Those who have issued the notice convening the General Meeting to discuss a proposal to amend the Articles of Association must make a copy of that proposal, in which the proposed amendment is included verbatim, available for inspection by the members in an appropriate place at least five days before the meeting until after the day on which the meeting is held.
3. A resolution to amend the Articles of Association requires at least two-thirds of the votes cast, in a meeting at which at least two-thirds of the members are present or represented. If two-thirds of the members are not present or represented, a second meeting shall be convened after that meeting, to be held within four weeks of the first meeting at which the proposal as discussed at the previous meeting may be decided on, regardless of the number of members present or represented, provided that it is passed by a majority of at least two-thirds of the votes cast.
4. An amendment to the Articles of Association shall not enter into force until a notarial deed has been drawn up.
Each director shall be authorised to have the deed executed.

Article 20.

Dissolution.

1. The Association may be dissolved by a resolution of the General Meeting.
The provisions of paragraphs 1 and 3 of Article 19 shall apply mutatis mutandis.
2. After dissolution, the liquidation shall be carried out by the directors.
The Board may decide to appoint other persons as liquidators.
3. The surplus balance after liquidation shall be transferred to those who were members at the time of the resolution for dissolution.
Each of them shall receive an equal share.

However, the resolution for dissolution may also provide for another allocation of the surplus.

4. After completion of the liquidation, the books, records and other data carriers of the dissolved Association shall remain in the custody of the person appointed by the liquidators for the period prescribed by law.
5. The liquidation shall otherwise be subject to the provisions of Title 1, Book 2 of the Dutch Civil Code.

Article 21.

Rules of procedure.

1. The General Meeting may adopt by-laws.
2. By-laws may not be contrary to the law, even where it does not contain mandatory law, nor to the Articles of Association.

Article 22.

Transitional provision.

The first financial year of the Association shall run up to and including the thirty-first of March, two thousand and twenty-three.

This article shall expire after the first financial year has ended.

Final declaration.

Finally, in implementation of the provisions of Article 9(1) and Article 11(1), the appearers declared that the Board consists of six members for the first time and that for the first time directors of the Association are appointed:

1. Dr Alexander Peine, aforementioned, as Chairman;
2. Mr Louis Barbara Maria Neven, aforementioned, as secretary;
3. Ms Vera Maria Gallisti, [REDACTED] as treasurer;
4. Ms Dr Anna Wanka, [REDACTED], as member of the board;
5. Ms Carla Sophia Greubel, [REDACTED] as member of the Board
6. Ms Helen Louise Manchester, [REDACTED] as member of the Board.

Final deed

WHEREOF THIS DEED was executed in Utrecht on the date mentioned in the heading of this deed. The identity of the appearer and her proxies is known to me, civil law notary. The substantive

contents of the deed have been stated and explained to her. The appearer, on behalf of her power of attorney declared that she did not wish the deed to be read out in full and that she had received it in good time. This deed was read aloud in restricted form and signed immediately afterwards, first by the comparative and then by me.
by the appearer and then by me, civil law notary.