

CB/PV/82.006028

pv6028.st

## ESTABLISHMENT OF FOUNDATION

This day, the twenty-ninth of June nineteen hundred and ninety-five, there appeared before me, Cornelis Pieter Boodt, Notary of Amsterdam:

Petronella Maria Gerarda de Ranitz-Holdorp, director, of Visserstraat 9C, 1271 VE Huizen, born in Amsterdam on the first of April nineteen hundred and fifty, holder of driving licence No. 3021422354, married,

acting in this matter as agent by written authorization of: Jan Marius van Ree, professor, of Aan Zee 8, 8325 BV Vollenhove, born in Amerongen on the first of April nineteen hundred and forty-five, holder of passport No. 003880Z, married,

Treasurer of the European College of Neuropsychopharmacology, registered in Basel, Switzerland, a legal person under Swiss law.

The applicant, acting as stated, hereby certified the establishment of a Foundation which is subject to the following

### ARTICLES OF ASSOCIATION

#### Name, Registered Office and Life

##### Article 1

1. The Foundation shall bear the name:  
ECNP Research and Scholarship Stichting (the ECNP Research and Scholarship Foundation).
2. Its registered office shall be in Amsterdam.
3. It was established on the twenty-ninth of June nineteen hundred and ninety-five and shall subsist for an indefinite period.

#### Object

## Article 2

The object of the Foundation is:

To promote and maximize research in the field of neuropsychopharmacology and to create a framework for the organization of the annual congresses of the ECNP.

It shall be a non-profit-making body.

## Funds, Financial Year, Annual Accounts and Auditing

### Article 3

1. The funds of the Foundation shall be assembled through the good offices of the Board from lump-sum or periodic contributions, grants, donations or legacies and any other revenue.
2. The funds shall be managed by the Treasurer, who shall be responsible for such management.
3. The financial year shall run concurrently with the calendar year.
4. Within six months of the end of each calendar year the Treasurer shall draw up accounts for that financial year and submit them to the Board for adoption.
5. The Board shall have the right to have the said accounts verified by an expert.

## Organization

### Article 4

The Foundation shall have the following bodies:

- a. an Executive Committee;
- b. a Board of Directors;
- c. committees and working groups;
- d. an office.

## Board

### Article 5

1. The Board, which may also be referred to as the Board of Directors, shall be responsible for administering the Foundation and shall have the power to take all acts of management and decision-making.
2. The Board shall also have the power to enter into agreements:
  - a. to acquire, alienate or encumber register-bound goods;

- b. under which the Foundation acts as guarantor or accepts several liability;
  - c. under which the Foundation gives an undertaking on behalf of a third party;
  - d. under which the Foundation provides surety for a liability of a third party.
3. The Board of the Foundation shall consist of no less than three persons. The number of members shall be decided by the Board itself.
4. In the event of the number of members of the Board falling below the prescribed minimum the Board shall retain its powers. The Board shall, however, fill the vacancy or vacancies as soon as possible subject to the provisions of the present Articles of Association.
5. The members of the Board shall be appointed by the Executive Committee of the ECNP.
- In the event of a vacancy on the Board not being filled within six months of written request to do so being made by the Board of the Foundation, the Board shall be free to fill it itself.
6. Membership of the Board shall terminate as a result of:
- a. decease of a member or loss of his free control over his assets;
  - b. resignation tendered in writing;
  - c. expiry of the period for which a member has been appointed or earlier scheduled retirement;
  - d. dismissal by the Executive Committee of the ECNP.
- A member of the Board may also be dismissed by a decision taken with majority of no less than two-thirds of the valid votes cast, provided this number of votes also constitutes an absolute majority of the number of votes of all members of the Board. Reasons for the dismissal shall be given in writing.
7. Unless otherwise provided by law or by the present Articles of Association, decisions shall be taken by an absolute majority of the valid votes cast.
8. The Board may also take decisions outside the meeting, provided all the Board members have expressed their opinions on the proposal in writing, none of them objects

to the decision being taken in this way and the majority of the Board members state that they are in favour of the proposal in question. Any decision taken in this way shall be signed by the Secretary and the Chairman, the responses received being appended thereto, and added to the minutes.

9. Rules and regulations shall be laid down governing all matters concerning the meetings of, and decision-making by, the Board.

#### Executive Committee

##### Article 6

1. The Board shall appoint from among its members a Chairman, a Secretary and a Treasurer and any deputies. The post of Secretary and Treasurer may be filled by a single person.
2. The aforementioned officials, including deputies acting on behalf thereof, shall constitute the Executive Committee of the Foundation.
3. Rules and regulations may be laid down governing all matters concerning the Executive Committee.

#### Representation

##### Article 7

1. The Board, or two members of the Executive Committee jointly, shall be authorized to represent the Foundation.
2. One of the members of the Board or one or more third parties shall be authorized to represent the Foundation insofar as the person concerned has received appropriate authorization from the Board; such authorization shall be issued in writing and signed by two members of the Executive Committee.

#### Committees and Working Groups

##### Article 8

1. The Board may decide to set up or abolish committees and/or working groups.
2. Rules and regulations shall be laid down governing all matters concerning committees and working groups.

#### Office

#### Article 9

1. The Board may decide to set up or abolish an office of the Foundation.
2. Rules and regulations shall be laid down governing all matters concerning the office of the Foundation.

#### Rules and Regulations

#### Article 10

1. The Board may lay down, amend and rescind rules and regulations with a majority of no less than two-thirds of the votes cast.
2. Rules and regulations may not be incompatible with the present Articles of Association.

#### Amendments to the Articles of Association and Winding-Up

#### Article 11

1. The Board shall have the power, with the prior approval of the Executive Committee of the ECNP, to amend the Articles of Association or wind up the Foundation; amendments to the Articles of Association shall be laid down in a deed of notary; any member of the Board shall be authorized to perform this.
2. A decision to amend the Articles of Association or wind up the Foundation shall be taken by no less than two-thirds of the valid votes cast, provided this number of votes also constitutes an absolute majority of the number of votes of all members of the Board.
3. Liquidation, unless entrusted by the Board to a third party, shall be carried out by the Board.
4. The Board, with the approval of the Executive Committee of the ECNP, shall decide the use to which the balance of liquidation shall be put; this use shall be as far as possible in accordance with the object of the Foundation.

#### Final Provisions

1. In all cases not provided for by the present Articles of Association or rules and regulations the Board shall decide.
2. The provisions of Article 3, paragraph 3 notwithstanding, the first financial year shall run from today until 31 December nineteen hundred and ninety-five.

3. The following shall initially act as members of the Board:
- a. Stuart Anthony Montgomery, of 19, Saint Leonards Road, London, Great Britain, born in Bulawayo, Zimbabwe on the second of May nineteen hundred and thirty-eight, as Chairman;
  - b. Christer Köhler, of In Zelg 16, CH 4144 Arlesheim, Switzerland, born in Linköping, Sweden, on the twenty-fourth of October nineteen hundred and forty-seven, as Secretary;
  - c. Jan Marius van Ree, of Aan Zee 8, 8325 BV Vollenhove, born in Amerongen on the first of April nineteen hundred and forty-five, as Treasurer.

Authorization

The authorization issued is attested by a private deed of authorization which shall be attached to the present deed immediately following execution.

The present Notary is satisfied as to the existence of the said authorization.

The applicant is known to the present Notary and the identity of the applicant for the present deed has been established by the present Notary on the basis of the aforementioned document designed for this purpose.

OF THESE PRESENTS

AN ORIGINAL DEED

was issued at Amsterdam on the date stated at the head of the present deed.

Following the summarizing of the substance of the present deed to the applicant, she certified to the present Notary that she had taken cognizance of the substance of the present deed and did not wish it to be read over in full.

The present deed was then, following partial reading-over,  
signed by the applicant and the present notary.  
(signed) P.M.G. de Ranitz-Holdorp, C.P. Boodt.

CERTIFIED

COPY  
[seal]

=====

Hilversum, the Netherlands, 1 September 1995

For true translation:

*J. Barnett-Hoft*

J. Barnett-Hoft  
Sworn translator  
Amsterdam District Court

