

Bi+ Equal

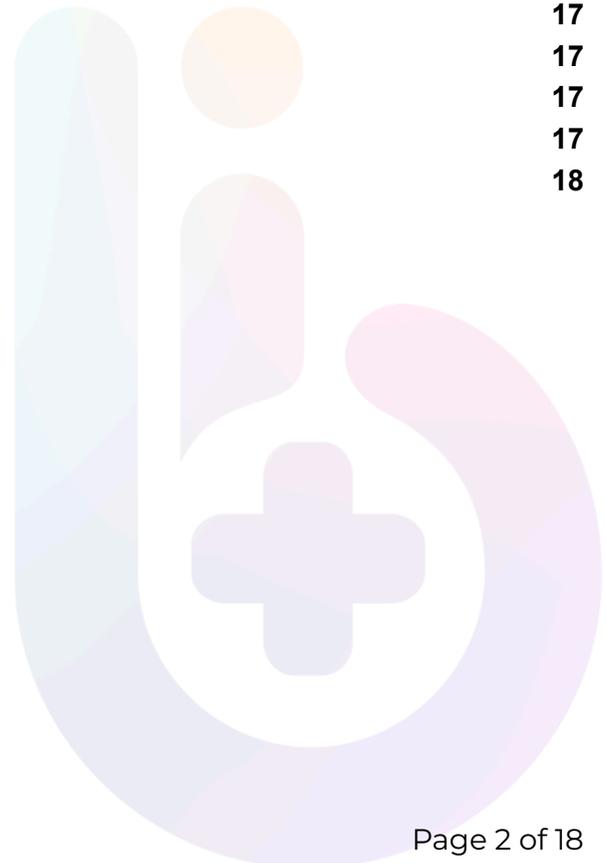
Founding Constitution

The pan-European Bi+ Umbrella Association
Registered on February 9th 2026 under Dutch Law
Kvk registration number: 99737736

This document is an English translation of a document prepared in Dutch. In preparing this document, an attempt has been made to translate as literally as possible without jeopardizing the overall continuity of the text. Inevitably, however, differences may occur in translation and if they do, the Dutch text will govern by law.

In this translation, Dutch legal concepts are expressed in English terms and not in their original Dutch terms. The concepts concerned may not be identical to concepts described by the English terms as such terms may be understood under the laws of other jurisdictions.

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Article 1: Definitions of concepts

The concepts used in these articles of association are defined below:

- Articles: the articles of the Association;
- Association: the legal entity to which the Articles relate;
- General Meeting: the body of the Association that is formed by the Members of the Association who are entitled to vote or else the meeting of the Members of the Association;
- In Writing: by letter, by fax, by e-mail or by message which is transmitted via any other current means of communication and which can be received electronically or in the written form, provided that the identity of the sender can be sufficiently established;
- Management Board: the management board of the Association.

Article 2: Name

The name of the Association is: Bi+ Equal, The pan-European Bi+ Umbrella Association.

The Association can also appear externally under its abbreviated name: Bi+ Equal.

Article 3: Official seat

The Association has its official seat in the municipality of Amsterdam.

Article 4: Objects

1. The aim of the Association is to end and counter bi+ erasure and invisibilisation in social, political and economic aspects of human lives, protect, advance and advocate for the human rights, freedom, equity and equality, access to care, dignity, non-discrimination, security and belonging of bi+ people in pan-European region, through community building, advocacy, awareness raising and knowledge sharing, all in the pan-European territory. The Association honors the diversity of lived experiences in relation to power and acknowledges intersectional privileges and challenges all forms of intersectional oppressions.
The Association positions itself as an anti-racist, intersectional feminist, trans, and gender diverse inclusive organisation.
The term bi+ is becoming common in its respective communities, as it is broader and more inclusive term than bisexuality. "Bi+" is an umbrella term for

all people whose sexual, romantic, and/or emotional attraction and/or behaviour is focused on people of more than one gender. They might or might not identify as bi+. The Association is a pan-European member-based association.

2. The objective of the Association is not to gain profits.

Article 5: Members

1. Members of the Association can be:
 - a. any person who has reached the age of eighteen and who self-identify as bi+ and/or actively engaged in advancing the bi+ movement (such Member also in these Articles mentioned as: Individual Member);
 - b. Organisations, ((in)formal) associations, legal entities (whether registered or unregistered) that:
 - a) Primarily focus on bi+ issues, or
 - b) Are working on bi+ issues, under a larger LGBTQIA+ organisations without a dedicated bi+ focus(such Member also in these Articles mentioned as: Organisational Member).
2. The Association could also have Friends, Donors, Partner Organisations, which are not a Member of the Association and have no meeting rights, no voting rights and no governing rights.
3. The Management Board must keep a register containing the names and addresses of all the Members, Friends, Donors, Partner Organisations.
4. LGBTQIA+ organisations, networks, or groups that make a meaningful contribution to the bi+ movement but are not bi+-focused may become Partner Organisations. Partners Organisations engage in Bi+ Equal activities, consultations, and collaborations;
5. Friends of Bi+ Equal include individuals, groups, or organisations not specifically working with or for the bi+ community but wishing to support Bi+ Equal's mission.
6. Members, Partner Organisations, and Friends of Bi+ Equal must agree to Bi+ Equal's constitution, Articles of Association, Terms of Reference, values and general policies.

Article 6: Admission

1. The Management Board decides about the admission of Members.

2. If a membership applicant is not admitted as a Member, the General Meeting may as yet resolve to admit the applicant.

Article 7: Termination of membership

1. Membership of the Association ends:
 - a. on a Member's death;
 - b. on termination by the Member. The Member shall submit a formal letter to the Management Board.
 - c. on termination by the Association. This may occur if a Member ceases to meet the requirements of membership as laid down in the Articles, if the Member fails to fulfil the obligations of the Member towards the Association and also if it cannot in all reasonableness, be required of the Association that it continues the membership;
 - d. on disqualification. Disqualification from membership may only be pronounced if a Member acts contrary to the Articles, standing orders or resolutions, or treats the Association unreasonably.
 - e. 2. Termination by the Association is effected by the Management Board with prior approval from the General Meeting. Suspension by the Association is decided by the Management Board.
2. The membership may only be terminated by the Member or the Association taking effect from the end of a financial year and subject to four weeks' notice.
3. The membership may, however, be terminated in all cases taking effect from the end of the financial year following the financial year in which the termination took place.

Furthermore the membership may be terminated with immediate effect if the Association or the Member can not be required in reason to allow the membership to continue.
4. Termination contrary to the provisions of the preceding paragraph will end the membership on the earliest permitted date following the date with effect from which the membership was terminated.
5. A Member may terminate the membership with immediate effect within one month of having been informed of a resolution to convert the Association into another legal form or to merge or divide the Association within the meaning of Title 7 of Book 2 of the Dutch Civil Code (Burgerlijk Wetboek).
6. A Member may also terminate the membership with immediate effect within one month of having become aware or having been informed of a resolution limiting the Member's rights or increasing the Member's obligations towards the Association.

In that case the resolution will not apply to the Member involved.

A Member is not authorized to exclude a resolution applicable to the relevant Member, which entails a change to the Member's financial rights and obligations, by terminating the membership.

7. Disqualification from membership is effected by the Management Board.
8. In the event of a resolution that the membership be terminated by the Association on the grounds that a Member has failed to fulfil the Member's obligations towards the Association and also that it cannot in all reasonableness be required of the Association that it continues the membership and in the event of a resolution to disqualify the Member, the person involved will be entitled to appeal to the General Meeting within one month of having been informed of the resolution.

To that end the Member involved must be informed of the resolution as soon as possible In Writing, stating reasons.

During the appeal period and pending the appeal, the Member will be suspended, with the proviso, however, that the suspended Member will have the right to account for the Member's actions at the General Meeting at which the appeal referred to in this paragraph is heard.

9. If the membership ends in the course of a financial year, the annual contribution will nevertheless still be payable in full.

Article 8: Annual contributions, Obligations

1. The Members will be obliged to pay an annual contribution, to be determined by the General Meeting, upon proposal of the Management Board. They may be placed in categories for this purpose, with each category paying a different contribution.
2. In special cases, the General Meeting will grant full or partial discharge from the obligation to pay a contribution, upon proposal of the Management Board.
3. Subject to the General Meeting's permission, the Management Board will be authorized to attach obligations to the membership.

Article 9: Management Board

1. The Management Board consists of a number to be determined by the General Meeting of at least five (5) and maximum nine (9) persons who must be appointed by the General Meeting, with the proviso that the members of the first Management Board are appointed by this deed. Members of the Management Board are appointed from among the Members of the Association or individuals with a support letter from an Organisational Member.

The majority of Board members must self-identify as one of the identities under the bi+ umbrella when standing for the elections.

2. Members of the Management Board are appointed from a list of one or more candidates.

Candidates may be nominated by one or more Members.

The list of candidates must be made known in the notice convening the meeting.

A nomination by one or more Members must be submitted to the General Meeting Committee In Writing prior to commencement of the meeting.

3. Other supporting satellite bodies, such as advisory board, committees, consultants, working groups etcetera are created, appointed and terminated by the Management Board upon need and circumstances.

Article 10: Termination of membership of the Management Board, Retirement by rotation, Suspension.

1. Any member of the Management Board may be dismissed or suspended by the General Meeting at any time.

A suspension that is not followed by a resolution to dismissal within three months will end by the expiry of this period.

2. Every member of the Management Board is retired, no later than two years after having been appointed, by rotation in accordance with a schedule to be prepared by the Management Board.

Any member of the Management Board is eligible for reappointment and can only serve a maximum of three consecutive terms; a person appointed to fill an interim vacancy will take the place of the predecessor of the new appointed member of the Management Board in the schedule.

3. Membership of the Management Board will also end:
 - a. if the member of the Management Board is appointed from among the Members: on termination of the Association's membership;
 - b. if the member of the Management Board is appointed with a support letter from an Organisational Member: when that Organisational Member is no longer a Member of the Association and the involved member of the Management Board is not a Member of the Association;
 - c. on retirement from the Management Board.

Article 11: Positions on the Management Board, Resolutions by the Management Board.

1. The Management Board (with the exception of the first Management Board, whose members are appointed to an office) will appoint a chairperson, a secretary and a treasurer from their number. The Management Board can also have a Deputy Chair, Deputy Secretary and/or Deputy-Treasurer.

The Management Board may appoint a replacement for each of them from their number.

A member of the Management Board may hold more than one position.

2. The Management Board shall meet whenever one of the members of the Management Board considers this to be necessary.

Notice of its meetings shall be given by the member of the Management Board initiating the meeting, stating the matters to be dealt with; the period of notice of the meeting being at least eight days.

At the meetings every member of the Management Board shall have the right to cast one vote and equal say.

The members of the Management Board shall be entitled to have themselves represented by any other member of the Management Board by means of a written proxy.

Meetings of the Management Board can be held through a telephone or video conference, or through any other communication medium, provided each member of the Management Board attending can be heard by all the others simultaneously.

Minutes must be taken of the proceedings at each meeting of the Management Board by the secretary and adopted and signed by the chairperson and the secretary.

The minutes can also be signed electronically provided that the identity of the signatories can be sufficiently established.

3. A member of the Management Board that has a direct or indirect personal interest which conflicts with that of the Association and the organization with it, immediately gives notice thereof to the other Management Board members and provides all relevant information thereto.

The other members of the Management Board decide without the presence of the member of the Management Board involved whether there is an interest which conflicts with that of the Association and organization with it.

A member of the Management Board does not participate in the discussions and the decision-making if the relevant member of the Management Board has a direct or indirect personal interest which conflicts with that of the

Association and the organization with it.

If, as a consequence thereof no resolution of the Management Board can be adopted, the resolution the resolution can be adopted by the General Meeting.

4. Further rules concerning the meetings of and passing of resolutions by the Management Board may be laid down in Terms of Reference and the Management Board's internal Governance manual.

Article 12: Duties of the Management Board, Representation, Remuneration

1. Subject to the restrictions of the Articles, the Management Board will be responsible for the management of the Association.

In performing their duties the members of the Management Board shall regard the interests of the Association and the organization connected with it.

2. If the number of members of the Management Board falls below five (5), the Management Board will still be competent

The Management Board can, however, convene a General Meeting at which the filling of the vacancy or vacancies must be discussed.

If the number of members of the Management Board falls below three(3) the Management Board will, however, be obliged to convene a General Meeting as soon as possible at which the filling of the vacancy or vacancies must be discussed.

In the event of the prevention or permanent absence of one or more members of the Management Board the remaining member(s) of the Management Board shall be in charge of the entire management of the Association.

The General Meeting shall ensure that a person is appointed to temporarily manage the Association in the event of the prevention or permanent absence of all the members of the Management Board or of the sole member of the Management Board.

Prevention in this paragraph means in any case the circumstances that

- a. the member of the Management Board during a period in excess of thirty days cannot be reached due to illness or any other cause; or
 - b. the member of the Management Board has been suspended.
3. The Management Board will be authorized to have certain parts of its duties performed under its responsibility by committees appointed by the Management Board.

4. Provided it has the approval of the General Meeting, the Management Board will be authorized to decide to conclude agreements to acquire, dispose of and encumber property subject to registration and to conclude agreements in which the Association binds itself as surety or joint and several debtor, warrants performance by a third party or provides security for a debt of a third party and it will be authorized to represent the Association in these acts. The absence of this approval of the General Meeting can be invoked against third parties.
5. The General Meeting will be authorized to subject resolutions of the Management Board to its approval. The Management Board must be informed of these resolutions In Writing, with a clear description.
6. Without prejudice to the provisions of paragraph 4 of this article, the Association is represented by the Management Board. Two members of the Management Board acting jointly are also authorized to represent the Association.
7. No remuneration can be granted to the Management Board members. Expenses will be reimbursed to the Management Board members on production of the necessary proof.

Article 13: Report of the Management Board, Accountability

1. The financial year of the Association shall run from the first day of June until the thirty first day of May.
2. The Management Board will be obliged to keep records of the financial position of the Association 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 rights and obligations of the Association can be known from them at any time.
3. Within six months of the end of the financial year, except where this period has been extended to a maximum of four months by the General Meeting, the Management Board must present a report of the Management Board at a General Meeting on the course of events within the Association and the policy pursued.

The Management Board must submit the balance sheet, a financial report from the Management Board and the statement of income and expenditure, with explanatory notes, to the General Meeting for approval.

These documents must be signed by all the members of the Management Board; if any of their signatures is lacking, the reasons for this omission must be stated.

After expiry of the period, any of the Members may claim fulfilment of these obligations by the Management Board at law.

4. Each year the General Meeting will (if no statement of an accountant as referred to in Article 2:391 paragraph 1 of the Dutch Civil Code is submitted to the General Meeting with regard to the correctness of the documents meant in the second sentence of paragraph 1 of article 2:49 of the Dutch Civil Code) appoint a financial committee from among the members, consisting of at least two persons who may not be on the Management Board and may not be staff of the Association.

The financial committee must audit the documents referred to in the second sentence of paragraph 3 of this article and must report its findings to the General Meeting.

The Management Board will be obliged to provide the financial committee, for the purposes of its audit, with all the information it requests, to show it the Association's cash funds and assets if required, and to make the Association's books, documents and other data carriers available to it for reference.

5. If the audit of the report requires specific accounting knowledge, the financial committee may be assisted by an expert.
6. The financial committee's mandate may be withdrawn at any time by the General Meeting, but only by appointing another financial committee.
7. The Management Board will be obliged to keep the books, documents and other data carriers referred to in paragraphs 2 and 3 of this article for a period of seven years, without prejudice to the provisions of paragraph 8 of this article.
8. The data placed on a data carrier, with the exception of the balance sheet and statement of income and expenditure recorded on paper, may be transferred to and stored on another data carrier, provided that this transfer involves a correct and full recording of the data and these data are available during the entire time they are stored and can be made legible within a reasonable period of time.

Article 14: General Meetings

1. In the Association, all powers which are not vested in the Management Board pursuant to the law or the Articles are vested in the General Meeting.
2. A General Meeting – the annual meeting – must be held annually within no more than six months of the end of the financial year.

The following matters must be included on the agenda of the annual meeting:

- a. the report of the Management Board and the report referred to in Article 13, with the findings of the committee referred to in that article;
 - b. the discharge of the members of the Management Board from their liability for their management during the previous financial year;
 - c. the appointment of the committee referred to in Article 13 for the following financial year;
 - d. the filling of any vacancies;
 - e. any motions of the Management Board or the Members, made known in the notice convening the meeting;
 - f. approval of the budget of the following year.
3. Other General Meetings are convened as often as considered desirable by the Management Board or when it is obliged to do so pursuant to the law or the Articles.
 4. The Management Board will also be obliged to convene an extraordinary General Meeting within no more than four weeks of a request having been made to this effect In Writing by at least such a number of Members as is authorised to cast at least one tenth of the votes.

If the request is not acceded to within fourteen days, those requesting the meeting may convene it themselves by means of a notice in accordance with Article 18 or by placing an advertisement in at least one well-read newspaper in the location where the Association has its business address, with due observance of the period for convening the meeting referred to in Article 18. Those requesting the meeting may then place persons other than members of the Management Board in charge of the meeting and charge them with taking the minutes.

Article 15: Access and right to vote

1. All the Members of the Association and the members of the Management Board have access to the General Meeting.
Suspended Members will not have access, subject to the provisions of paragraph 8 of Article 7, nor will suspended members of the Management Board.

2. The General Meeting decides on the admission of persons other than those referred to in paragraph 1 of this article.
3. Every Member of the Association who has not been suspended will have the right to cast one vote.
The members of the Management Board have, as being a member of the Management Board(as such), the right to give advice at the meeting.
4. A Member may vote by proxy, given to another Member by a written proxy. A Member can hold and exercise a maximum of four (4) proxies in a General Meeting.
5. If the Management Board or the General Meeting Committee have opened the option in the notice to a General Meeting, the Members will be authorized to exercise their voting rights by means of an electronic means of communication, provided (i) the conditions for the use of that means of communication like the connection, the security and the like have been made public in the notice to the meeting, (ii) the Member is able to be identified, (iii) the Member is able to acquaint themselves of the discussions at the meeting and (iv) if this option has been opened, the Member is able to participate in the discussions.
6. If the Management Board or the General Meeting Committee have opened the option In Writing, votes can be cast electronically in a period not earlier than thirty days prior to the General Meeting, at an e-mail address designated for that purpose.
These votes shall have equal effect as votes cast in a General Meeting.

Article 16: Chairpersonship, Minutes

1. The Association will have a General Meeting Committee that has been appointed by the Management Board and approved by the General Meeting. General Meetings are chaired by one of the members of the General Meeting Committee of the Association.
If all the members of the General Meeting Committee are absent, the meeting will appoint its own chairperson.
2. Minutes must be taken of the proceedings at each meeting by the chairperson of that meeting and by another person to be appointed for this purpose and the minutes must be adopted and signed by that chairperson and the appointed secretary of that meeting. The minutes must also be signed by the General Meeting Committee and sent to the Management Board within thirty days after the end of the General Meeting.
The minutes can also be signed electronically, provided that the identity of the signatories can be sufficiently established.

Those convening the meeting may have a record drawn up of the proceedings.

The contents of the minutes or of the record must be made known to the Members.

3. The tasks and modalities of the composition, functions of the General Meeting Committee will be laid down in the Terms of Reference.

Article 17: Passing resolutions at the General Meeting

1. The decision pronounced by the chairperson at the General Meeting on the outcome of a vote will be decisive.

The same applies to the contents of a resolution which has been passed, in so far as voting was on a motion which had not been set out In Writing.

2. If, however, the correctness of the chairperson's opinion is challenged immediately after it has been pronounced, a new vote must be taken if the majority of the meeting or, if the original vote was not taken by roll-call or ballot, a person present and entitled to vote so desires.

This new vote will nullify the original vote.

Votes that in accordance with article 15 paragraph 6 have been cast electronically prior to the General Meeting will also be deemed to be cast in the new vote.

3. In so far as not provided otherwise in the Articles or by law, all resolutions of the General Meeting must be passed by a simple majority of the votes cast.
4. Abstentions, blank or invalid votes do not count for obtaining the majority.
5. The vote shall be done by show of voting cards or by secret ballot or by means intended for remote and electronic voting (article 15) following the decision of the General Meeting Committee and announced by the chair.

Election/appointment of members of the Management Board or any other body shall be by secret ballot in accordance with the provisions of the Terms of Reference.

For every position on elected bodies including the Management Board, a threshold of twenty percent (20%) of votes cast shall be attained for consideration of the elected body position. In case the threshold is not reached and the required seats are empty, another round of election shall be set up.

6. In the event of use of any electronic voting system, the impartiality and effectiveness of the system, the privacy policy and security of such system shall be assessed and vetted. Members have to be notified of the functionality

of the system by the General Meeting Committee.

In the case of votes cast by ballot, the ballots must be sealed and unsigned. Resolutions may be also passed by acclamation, unless a person entitled to vote requires a vote by roll call.

7. A unanimous resolution of all the Members, even if not together at a meeting, will have the same force as a resolution of the General Meeting, provided that it is passed with the prior knowledge of the Management Board.

This applies also for resolutions to amend the Articles or to dissolve the Association.

8. As long as all the Members are present or represented at a General Meeting, resolutions may be passed on all matters coming up for discussion – therefore also a motion to amend the Articles or to dissolve the Association – provided they are passed unanimously, even if the meeting has not been convened in the prescribed manner or any other provisions for convening and holding meetings or related formalities have not been observed.

9. During the General Meeting there will be workshops and planetary meetings as agenda items.

The main discussions on the agenda items shall take place in workshops, which may

recommend the approval or rejection of a proposal and/or amendment, or may recommend an adoption subject to specified changes to the plenary session of the General Meeting. The General Meeting may not resolve issues that have not been notified on the agenda, unless paragraph 7 of this article applies.

Decisions of the General Meeting are only taken during the General Meeting plenary Sessions (agenda item with a resolution item).

Further provisions regarding the conduct of the workshops and the plenary session may be stipulated in the Terms of Reference.

Article 18: Convening General Meetings

1. General Meetings are convened by the Chair of the Board upon decision of the Management Board, without prejudice to the provisions of Article 14 paragraph 4.

Meetings are convened by notice sent In Writing to the addresses (including email addresses) of the Members as listed in the register referred to in Article 5.

The period for convening the meeting must be at least three (3) weeks.

If a Member consents thereto In Writing, a notice to a meeting may be sent electronically by means of a readable and reproducible message at the

address which has been made known by the relevant person In Writing for that purpose to the Association.

2. The notice convening the meeting must state the subjects to be discussed, without prejudice to the provisions of Articles 19 and 20.
3. An extraordinary General Meeting shall also be convened by the Management Board:
 - a. if decided by a previous General Meeting; or
 - b. upon request of ten (10) % of the Organisation Members from at least twelve (12) different countries of the pan-European region and ten (10) % of the Individual Members from at least twelve (12) different countries of the pan-European region; or
 - c. if the Board considers that it is in the interest of Bi+ Equal for such a General Meeting to be held.

The convening notice for an extraordinary General Meeting shall be sent in compliance with this Article.

The Extraordinary General Meeting may not resolve issues that have not been notified on the agenda.

Article 19: Amendment to the Articles

1. Without prejudice to the provisions of paragraphs 8 and 9 of article 17 no amendments may be made to the Articles other than pursuant to a resolution of a General Meeting, which must be convened by means of a notice specifying that amendments to the Articles will be proposed at that meeting.
2. Those persons who have convened a General Meeting for the discussion of a motion to amend the Articles must make a copy of this motion, in which the proposed amendment is set out verbatim, available for inspection by the Members in an appropriate place from at least three weeks before the meeting until the end of the day on which the meeting is held.
3. A resolution to amend the Articles requires a simple majority of the votes cast at a meeting.
4. An amendment to the Articles will not come into force until a notarial deed of it has been drawn up.
Any member of the Management Board is authorized to have such a deed executed.

Article 20: Dissolution

1. The Association may be dissolved pursuant to a resolution by the General Meeting.
The provisions of paragraphs 1 and 3 of article 19 apply mutatis mutandis.
2. Following dissolution of the Association, its assets will be liquidated by the Management Board.
The Management Board may resolve to appoint other persons as liquidators.
3. A positive liquidation balance of the dissolved Association shall be spent for the benefit of an organization with ANBI status (algemeen nut beogende instelling) which has similar objects as the objects of the Association or for the benefit of a foreign organization which exclusively or almost exclusively intends the public utility and which has similar objects as the objects of the Association.
4. Following the liquidation, the books, documents and other data carriers of the dissolved Association will remain in the custody of the person designated for this purpose by the liquidators for the period prescribed by law.
5. In all other respects, the provisions of Title 1 of Book 2 of the Dutch Civil Code will apply to the liquidation.

Article 21: Terms of Reference (by-laws)

1. The General Meeting may approve, change and cancel Terms of Reference.
2. The Terms of Reference may not be in conflict with the law, which also applies if there are no mandatory rules of law, or with the Articles.

Article 22: Transitional provision 1

The first financial year of the Association shall run up to and including the thirty-first day of May two thousand and twenty-seven. (31 May 2027)

This article will cease to be operative after the second financial year of the Association has ended.

Article 23: Transitional provision 2

In deviation from Article 5 of these Articles the Management Board consists of at least two persons at the incorporation.

This article will cease to be operative after the Management Board consists of five (5) board members.

Final statement

Finally, the person appearing, acting in said capacity, declared and said that in giving effect to the provision laid down in paragraph 1 and 2 of article 5 hereof the Management Board will for the first time consist of two members and that:

A. the following persons are appointed the first Management Board members of the Association:

1. Incorporator 2, as chairperson;
 2. Incorporator 1, as secretary and as treasury;
- B. the Incorporators are the first Members of the Association.

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