

Certified copy of the notarial act from
Feijen & De Vries Civil-Law Notaries in Heerde

**DEED OF AMENDMENT
OF THE ARTICLES OF ASSOCIATION**



On this third day of December two thousand and fifteen, -----
appeared before me, Eric Feijen Esq., civil-law notary in Heerde:-----
Ms. Merrigje Bomhof, born in Zwolle on the twenty-ninth day of August -----
nineteen seventy-five, with domicile elected at the office of Feijen & De Vries -----
Civil-Law Notaries located at Eperweg 3 in the town of Heerde (mailing address:-----
P.O. Box 172, 8180, AD Heerde) acting as attorney-in-fact for:-----

1. Mr. Johannes Pieter Laurier, residing at Herenstraat 52, 2313 AL
Leiden,

born in Leiden on the fifteenth day of November nineteen forty-nine -----
(passport number: NT3L82RH4), married;-----

2. Mr. Arien Vlam, residing at Jan van Eycklaan 18, 2391 VN Hazerswoude-Dorp,-----
municipality of Rijnwoude, born in Opperdoes on the twenty-second day of January -----
nineteen forty-nine (passport number: NRBR3RRR8), married,-----

who serve in their respective capacities as chairman and secretary of the board of the-----
Netherlands Association of Social Workers, known by the initials NVMW, with offices-----
located at the address Leidseweg 80, 3531 BE Utrecht, registered with the Chamber of
----- Commerce
of the Netherlands under number 40481120, and who duly represent this association by virtue --
of the powers vested in them under article 14 § 5 of its articles of association. -----

The power of attorney is evidenced by a private deed attached hereunto. -----
The appearer declared the following:-----

Before the general membership meeting held on the twenty-fifth day of June two thousand and -
fifteen, the aforementioned association set the agenda to amend its articles of association. -----

Whereas fewer than two thirds of the members were present at the meeting, provisions of-----
article 21 of the articles of association needed to be invoked to convene a special meeting,-----
in order to legally amend the articles of association. -----

In the aforementioned association's special meeting held on the ninth day of July-----
two thousand and fifteen, it was resolved to amend the articles of association. -----

Evidence of the foregoing is deduced from official copies of the meeting minutes annexed-----
to this deed. -----

The articles of association were last amended by a deed executed before me, a civil-law notary --
in Heerde, on the seventeenth day of April two thousand and thirteen. -----

Effective as of the execution of this deed, the articles of association read as follows:-----

Name. -----

Article 1. -----

The name of the association is: “Beroepsvereniging van Professionals in Sociaal Werk” -----

(*unofficially in English: Professional Association of Professionals in Social Work*), -----

also known by the initials BPSW. -----

Seat of the association – Term. -----

Article 2. -----

The seat of the association is in Utrecht. The association shall exist for an indefinite term. -----

The association was founded on the sixteenth of June nineteen eighty-eight. -----

Object. -----

Article 3. -----

The object of the association shall be: -----

- a. To unite professionals engaged in social work; -----
- b. To sustain occupations of professionals engaged in social work; -----
- c. To provide guarantees to professionals engaging in occupations involving social work; -----
- d. To look after the interests of its members; -----
- e. To conduct legal transactions that may be directly or indirectly related to the -----
foregoing or may be beneficial thereunto. -----

Members. -----

Article 4. -----

1. With the exception of membership categories referred to in § 4 of this Article, the association has general members and associate members. The term “members” refers to all categories of membership unless expressly noted otherwise. -----
2. Members of the association may be professionals who work or aspire to work in the field of social work. -----
Binding admission criteria for members are additionally set forth in the bylaws. -----
3. Associate members may be any persons who, in the assessment of the board, are able to contribute in some special way to the realization of the association’s mission and play an active role in this regard. -----
4. The association may also have honorary members and distinguished members, to whom additional rules and regulations in the bylaws may apply. -----
5. The board shall maintain a membership directory containing the names and addresses of -----
every member of the association. -----



- 6. Members are obligated to uphold the code of ethics and professional conduct respective to --
their profession. -----
- 7. General members are obligated to submit to the authority of the Supervisory Board and the
Board of Appeals unless the law dictates that disciplinary hearings are to fall under the
jurisdiction of a different body. -----

Donors.-----

Article

5.

- 1. Donors are those who have pledged to offer a minimum amount of financial support to the
association, the amount of which shall be set by the board. -----
- 2. Donors have no additional rights and privileges other than those assigned to and conferred
upon them by virtue of the articles of association or the bylaws.-----

Admission.-----

Article 6.-----

The board shall decide whom to admit as members and donors.-----

Suspensions – End of membership.-----

Article 7.-----

- 1. A member may be suspended for a maximum period of one year.-----
The Supervisory Board or Board of Appeals referred to in Article 23 § 1 of-----
these articles of association shall have the authority to suspend members solely as a -----
disciplinary measure.-----
The board shall see to it that these actions are enforced. -----
- 2. Membership ends:-----
 - a. When the member dies; -----
 - b. When the member resigns; -----
 - c. When the association terminates the member;-----
This method of termination may be ordered when a member has ceased meeting the ----
obligations of membership, as set forth in the articles of association, or when said -----
member fails to fulfill his or her duties and responsibilities to the association, or when ---
the association determines that it no longer stands to reason that continued -----
membership is tenable;-----

d. When membership is revoked;-----
The board may only revoke memberships when a member acts in violation of the -----
association's articles of association, its bylaws, or its resolutions, or when a member-----
becomes a liability to, disgraces or behaves in a manner that is injurious to the -----
character or interest of, the association. -----

e. When the member is expelled;-----
The conditions for which expulsion may be warranted are set forth in the bylaws. -----

3. The board shall give notice of termination on behalf of the association. -----

4. Resignation or termination of membership of the association can only take place by written
notice four weeks prior to the end of the association year. -----

5. Resignations or terminations of membership that are not in compliance with
provisions

set forth in § 4 of this Article shall go into effect on the earliest date permitted, -----
following the date upon which notice of resignation or termination was given. -----

6. No member shall have the power to immediately terminate membership as a means of -----
blocking a resolution that places a heavier financial burden upon members of the -----
association. -----

7. Revocation of membership is performed in the board. -----

8. If the association resolves to terminate a membership on grounds that it no longer stands ---
to reason that continued membership is tenable or if it is resolved that a membership -----
should be revoked, then the member who is subject to termination or revocation, has -----
a grace period of one month from the time the decision is made known to him or her, -----
to appeal the decision with the dispute resolution committee, as provided for in the -----
bylaws, or otherwise at the general meeting, if no dispute resolution committee is formed. ---
The member shall be given written notice of the resolution as soon as possible, along with a
statement of reasons for the decision. The member subject to termination or revocation, -----
shall be placed on suspension during the aforementioned grace period and for the duration
of the appeals process. -----

9. If membership ends before the close of the association year, then annual dues shall still -----
be owed in full. -----

End of donor rights and privileges. -----

Article 8.-----

1. The association agrees not to terminate the rights and privileges of a donor at any time, unless said donor gives notice otherwise, except upon breach of payment of the annual donor contribution, i.e., dues, for the entire association year. -----
2. The board shall give notice on behalf of the association upon said breach. -----

Annual dues. -----

Article 9. -----

1. Members and donors are obligated to pay annual dues, as set out by the board, before the first of April of each association year.-----
 The board may opt to place members into payment categories and permit annual dues to be paid in quarterly installments. -----
2. In special cases, the board is authorized to waive the full or a partial amount of the dues required to be paid. -----

Board of directors. -----

Article 10. -----

1. The board of directors comprises an uneven number of seven or more persons who-----
 have reached the age of majority and are appointed by the general assembly. -----
 At least three of the board members must be ordinary members of the association. -----
 The president is selected for the position and need not be a member of the association. -----
2. Appointments to a seat on the board shall be made from a pool of one or more binding-----
 nominations, except where provided for in § 3 of this Article. Binding nominations-----
 may be proffered by the board or with the endorsement of twenty-five members.-----
 Nominations proffered by the board shall be disclosed in the call for the meeting. -----
 Nominations proffered with the endorsement of twenty-five or more members, are required
 to be submitted to the board in writing prior to when the meeting convenes. -----
3. A two-thirds vote is required at the general meeting to adopt any motion to suspend -----
 the rules with regard to the binding character of a nomination, provided that a quorum of ---
 two thirds of the membership is present at the time of the vote.-----
4. If no nomination is proffered, or if the general assembly adopts a-----
 resolution pursuant to § 3 of this Article to render the proffered nominations -----
 non-binding, then the general assembly may choose freely. -----
5. If there is more than one binding nomination, the appointment shall be made from among
 that pool of nominees. -----

End of board membership – Rotation in office – Suspension. -----

Article 11. -----



1. Any board member, regardless of their designated term limit, may be discharged or -----
suspended at any time by the general assembly. If a suspended board member -----
is not discharged from office within three months of the suspension, he or she shall-----
automatically be reinstated at the end of said period. -----
2. Term limits for each board member may not exceed four years and shall expire according to
a term-limit schedule conceived by the board of directors. The outgoing member is -----
permitted to be re-elected twice; if anyone is appointed to fill a mid-term vacancy, he or she
shall take the place of his or her predecessor in the term-limit schedule. -----
3. Membership on the board shall further end:-----
 - a. if a board member’s membership to the association ends or is terminated;-----
 - b. by presenting a declination to serve or a resignation. -----

Officers – Decision-making process of the board. -----

Article 12. -----

1. The board of directors shall designate a secretary and treasurer from among its ranks. It -----
may also designate deputies among its ranks for each officer. The president, secretary, and--
treasurer together shall comprise the day-to-day executive committee of the association. -----
2. The secretary shall take minutes of the business transacted at each meeting. After the-----
board of directors certifies the minutes taken, they must be duly signed by the president-----
and the secretary. The ruling of the president on the formation and contents of a resolution
is decisive.-----
3. It is only legal for the board of directors to adopt resolutions if the majority of active -----
board members are present or represented at the meeting. -----
Resolutions are adopted by an absolute majority vote, disregarding blanks from the tally of
total votes cast. -----
4. The bylaws may include other rules of order, or standing orders, or parliamentary -----
procedures governing board meetings and the board’s decision-making process.-----
5. A board member may opt to be represented at a meeting by conferring a power of attorney,
in writing, to another board member, with the understanding that no board member may
proxy for more than one other board member. -----

Board duties and responsibilities – Representation. -----

Article 13. -----

1. The board of directors is entrusted with managing the affairs of the association, within-----
limitations set forth in the articles of association.-----
2. The powers entrusted to the board of directors shall not be diminished if the number of-----
board-- members falls below seven. Nonetheless, it is required to convene a general meeting

as

expeditiously as possible to address filling the vacancy or vacancies. -----

3. It shall be within the board’s purview to delegate part of its duties and responsibilities to----- committees appointed by the board of directors-----
4. Provided that consent is procured from the general assembly, the board ----- of directors shall be authorized to conclude agreements, contracts, or covenants to buy,----- transfer, or encumber registered property; however, the board is prohibited from concluding agreements, contracts, or covenants that bind the association to stand as guarantor or ----- assume joint and several liability or warrant performance by a third party or provide----- security for a third-party debt; If the consent of the membership is denied with regard to the foregoing sentence, then third parties may appeal the decision or be called upon to ----- adjudicate on an appeal. -----
5. Notwithstanding the provisions set forth in the final sentence of § 4 of this Article, the ----- association shall be represented in both legal proceedings and extrajudicial matters by----- two executive committee members. -----



Annual report – Accounts. -----

Article 14. -----

1. The association year runs parallel to the calendar year. -----
2. The board of directors must keep records on the financial position of the association that---- will enable its rights, privileges, and obligations to be known at any time. -----
3. The board of directors shall produce an annual report and a financial report, comprising a--- balance sheet and income statement, that give a detailed accounting of the business ----- conducted over the course of the last fiscal year, and shall present these reports at a general - meeting within six months after the close of the association year, provided that the ----- membership does not resolve otherwise to extend the deadline during a general meeting. ---- After the deadline passes, any member may seek a court order to compel performance of the board with regard to the rendering of accounts. -----
4. The general assembly shall annually appoint a committee comprised of at least----- two fellow members who do not serve in any capacity on the board of directors. ----- The committee shall examine the board’s rendering of accounts and shall report on its ----- findings to the general assembly. -----
5. If exigent accounting knowledge is required to examine the rendering of accounts, then the - committee may seek assistance from an expert, albeit to a limited extent. The board must--- provide the committee with any and all information that it requests, show it the cash and ---- assets if so desired, and permit it to inspect the books and records of the association. -----

6. The general assembly may discharge the committee at any time, merely by -----
appointing a different committee. -----
7. The board must retain the records referred to in §§ 2–3 of this Article for ten years. -----
8. Members may request a copy of the agenda and the resolutions from the board meetings-----
at any time. -----

General meetings.-----

Article 15.-----

1. Any powers in the association not vested in the board of directors either by law or by virtue
of the articles of association shall rest with the general assembly. -----
2. A general meeting, more specifically the annual general meeting, shall be held each year, no
later than six months after the close of the association year. -----
The following business, inter alia, shall be attended to in the annual general meeting:-----
 - a. The annual report and the financial report referred to in Article 14, along with the
report of the committee referred to therein; -----
 - b. Appointments to the committee named in Article 14 for the next association year;-----
 - c. Provisions for filling a vacancy, if any.-----
 - d. Proposals from the board or the members, announced in the call for the meeting. -----
3. Other general meetings may be held as often as the board sees fit. -----
4. Furthermore, at the written request of enough qualified members sufficient to meet or-----
surpass a threshold of one tenth of the voting interest, the board must convene a general-----
meeting that is to convene not more than four weeks
later.

If the board fails to comply with the request within fourteen days, then the requesting -----
members may invoke Article 20 to convene the meeting. -----

Admittance – Voting rights.-----

Article 16.-----

1. Admittance to the general meeting is the privilege of every association member and donor
in good standing. -----
Admittance shall be denied to any member or board member on suspension.-----
A suspended member shall have standing to be admitted to meetings when business is -----
being attended to with regard to his or her suspension and may be assigned the floor to -----
address the meeting hereunto. -----

2. Other persons not referred to in § 1 of this Article may be admitted to the general meeting ---
at the discretion of the members present. -----
3. Every association member in good standing is entitled to one vote. -----
4. Members may cast votes by proxy, with the understanding that no member may-----
proxy for more than one other member. -----

Order of succession – Minutes. -----

Article 17. -----

1. The president or vice-president shall preside as chair at general meetings. -----
If neither the president nor the vice-president is in attendance, then the board may -----
appoint one of the other board members to preside as chair *pro tem* over the meeting. -----
If the latter also yields no presiding officer to chair the meeting, then the convening -----
members may elect a chair *pro tem* from among those in attendance. -----
2. Minutes of the business transacted at each meeting shall be taken by the secretary or -----
another person in attendance appointed by the presiding chair of the meeting. After the -----
convening members certify the minutes, they shall be duly signed by the president -----
and the meeting secretary. -----

A report on minutes of the meeting shall be made for information of the members. -----

Decision-making process of the general assembly. -----

Article

18.

1. The announced ruling of the chair at the general meeting that a resolution is adopted by the
assembly is decisive. The same applies to the contents of an adopted resolution, insofar as---
the vote taken was on a motion not recorded in writing. -----
2. However, if the correctness of the ruling referred to in § 1 of this Article is in dispute -----
immediately after the ruling is announced, then a revote shall be held: -----
when the majority of the assembly or, if the original vote was not by roll call or ballot, an
eligible voter in attendance calls for it. -----
The revote shall nullify the original vote. -----
3. Unless the articles of association or the law stipulates otherwise, all resolutions of the -----
general assembly shall be adopted by an absolute majority vote. -----
Blank votes shall not be counted towards the tally of total votes cast. -----
If no one obtains an absolute majority in an election of persons, then a second ballot, or a ---



second ballot between the candidates up for a binding nomination, takes place .

If no one has obtained an absolute majority in the second ballot, then repeated balloting-----
takes place until either one person obtains the absolute majority or a tie vote results between
two people. -----

The repeated balloting system mentioned above (excluding the second ballot) shall be an----
exhaustive ballot with elimination, meaning that the person who receives the least number--
of votes in any given voting round shall be dropped from the candidate pool before the next
voting round takes place. -----

If two or more people receive an equal least amount of votes in an exhaustive ballot-----
round, then the person to be eliminated from the candidate pool before the next voting -----
round shall be determined on the basis of a lottery vote.-----

If there is a tie vote, then the lottery vote shall decide which of the two people is elected. ----

If a tie vote results on a motion, and said vote does not involve the election of a person, ----
then the motion is lost. -----

All votes shall be taken *viva voce*, unless an eligible voter or the chair calls for a ballot vote.

Balloting shall be done in writing, on an unsigned and sealed paper ballot. -----

Resolutions are permitted to be decided by acclamation or unanimous consent, unless an----
eligible voter or the chair demands a roll call vote.-----

A unanimous resolution of all the members, even if they are not all convened together in a--
meeting, shall have the full force and effect of a resolution of the general assembly, provided
that the adoption of the resolution can reasonably be foreseen with prior knowledge or -----
privileged information, or both, held by the board. -----

4. . As long as all members are present or represented in a general meeting, valid -----
resolutions, on any matters raised, may be adopted, provided that the vote is
unanimous,-----

– hence, motions to amend the articles of association or to dissolve, inter alia – even if--
no invitation notice was sent or it was not sent in the prescribed manner or if any other-
formality was not observed in relation to calling and convening meetings.-----

Convening a general meeting. -----

Article 19. -----

1. The general meeting shall be convened by the board.-----

The invitation notice shall be sent in writing to the addresses of members recorded in the ----
membership directory referred to in Article 4. -----

The due notice required to convene a general meeting is a minimum of seven days.-----

2. The invitation notice must include information on the agenda to be discussed, without-----
affecting the full and independent application of Article 20.-----

Amending the articles of association.-----

Article 20.-----

1. The articles of association may not be amended by any other means than through a-----
resolution of a general assembly, convened by an invitation notice that motions to amend---
the articles of association.-----
2. Whosoever convened a general meeting-----
for-----
deliberating on a motion to amend the articles of association, must make available a true
copy of-----
the motion, in which the proposed amendment is included verbatim, in an appropriate-----
location, at least five days prior to the meeting, in order for the members to take witness ----
thereof until the day after the meeting is held.-----
Moreover, the true copy referred to above, may be sent to all the members.-----
3. A resolution to amend the articles of association requires at least a two-thirds majority vote,
in a meeting where at least two thirds of the number of members is present or represented. If
the required number of members is not present, then a second meeting shall be convened ---
and held within four weeks thereafter, in order to resume deliberations on the motion, such-
as the one from the meeting prior; resolution is possible, regardless of how many members--
are present or represented, provided that at least a two-thirds supermajority is obtained from
the votes cast.-----
4. An amendment to the articles of association shall not enter into force until a notarial deed--
thereof is drawn up.-----
Each individual board member is authorized to declare the deed binding.-----

Dissolution.-----

Article 21.-----

1. The association may be dissolved by a resolution of the general assembly. The provisions in
§§ 1–3 of the foregoing article shall apply *mutatis mutandis*.-----
2. Any surplus that remains after liquidation shall be put towards a goal nearest to that of the--
association.-----

Bylaws.-----

Article 22.-----

1. The general assembly establishes bylaws, which govern matters that require further-----
regulation.-----



2. The bylaws may not conflict with the law, even in the absence of mandatory provisions, nor may the bylaws be in conflict with the articles of association. -----

Disciplinary hearings. -----

Article 23. -----

1. The purpose of having disciplinary hearings for members affiliated with the association, i.e., members who are not already subject to those of a separate body, is to enforce standards of professional practice, set out in their code of ethics and moral conduct. -----
Disciplinary hearings for the association shall be entrusted to its Supervisory Board. -----
Appeals from rulings of the Supervisory Board of the association may be brought before the association's Board of Appeals at will. -----
2. Disciplinary hearings of the association may be applied to groups of non-members, if there is a justifiable reason to do so and permission has been granted by the general assembly. ----
Arrangements in this regard must be recorded in private contractual agreements. -----
3. The Supervisory Board of the association shall consist of at least five members, who are-----
neither board members of the association nor members of any committee.-----
The members of this Board shall be appointed by the membership meeting.-----
4. The duty of the Supervisory Board of the association consists of: -----
handle complaints from a person or an institution directly involved in the matter to which--
the complaint relates. -----
5. Appeals may be taken up with the Board of Appeals of the association:-----
 - a. by those who have filed a complaint and whose complaint was not originally -----
explained or was rejected by the Supervisory Board of the association;-----
 - b. by those against whom the complaint was filed and handled by the Supervisory Board
of the association.-----
6. The Board of Appeals of the association shall consist of at least five members, who are -----
neither board members of the association nor members of any committee.-----
The members of this Board shall be appointed by the membership meeting.-----
7. The duty of the Board of Appeals of the association consists of: handling any -----
matters that may be submitted to them. -----
8. Further provisions with regard to the above sections shall be further stipulated in a -----
regulation of disciplinary hearings. -----
9. Should there be a mid-term vacancy in the Supervisory Board or Board of Appeals of the ----
association, then the Board of directors shall appoint a member to fill the vacancy in the ----
interim.-----
A resolution will be decided upon by the membership at the very next meeting. -----

Office. -----

Article 24. -----

1. The association has an office. -----
The executive committee is entrusted with office operations and appoints an office-----
manager to whom daily leadership tasks may be delegated. -----
2. The office manager shall be in charge of hiring and dismissing office employees, with---
the exception of staff members and department heads, i.e., personnel members who are-
appointed by the executive committee. -----
3. The executive committee may delegate responsibility to the office manager on matters --
regarding resolutions, actions, and privileges. -----

Final provisions. -----

Article 25. -----

It shall be incumbent upon the board to make decisions on any other matters not governed -----
under these articles of association, the bylaws, or the law. -----

For verification purposes, the identity of the appearer was proven to me based on the -----
above-stated document. -----

The appearer is known to me, a civil-law notary. -----

IN WITNESS WHEREOF, executed as an original instrument in Heerde, on-----
the day and date stated in the preamble of this deed. The substance of this deed was -----
communicated and explained in advance to the appearer. Whereafter, the appearer declared to -
have taken cognizance of the substance of this deed and desired no full reading hereof. -----
Immediately after a partial reading, the appearer and I, a civil-law notary, placed our signatures

hereunto. -----

(Signed): M.Kaspers-Bomhof; E.Feijen. -----

Certified as a True Copy,

[illegible signature]



