

Amendment and record of the articles of association

European Society of Nematologists

October 9, 2008

CERTIFIED COPY of the deed of amendment and record of the articles of association of European Society of Nematologists, having its statutory seat in Wageningen, the Netherlands, executed on the ninth day of October, two thousand and eight, before Geert-Jan van Rijthoven, a civil-law notary, practicing in Amsterdam.



The undersigned:

Kim Francis Tan, a candidate civil-law notary, acting as a substitute of Geert-Jan van Rijthoven, a civil-law notary, practicing in Amsterdam, the Netherlands, declares that the attached document is a fair English translation of the deed of amendment and record of the articles of association of European Society of Nematologists, having its corporate seat in Wageningen, the Netherlands, executed on October 9, 2008.

In this translation an attempt has been made to be as literal as possible without jeopardizing the overall continuity. Inevitably, differences may occur in translation, and if so the Dutch text will by law govern.

Amsterdam, October 28, 2008.

A handwritten signature in blue ink, appearing to be "K. Tan", written over a horizontal line.



AMENDMENT AND RECORD
OF THE ARTICLES OF ASSOCIATION
(European Society of Nematologists)

On this day, the ninth day of October two thousand and eight, there appeared before me, Geert-Jan van Rijthoven, a civil-law notary in Amsterdam:

Myrjam Rozelinde Harrewijn, born in Jakarta (Indonesia) on the fourteenth day of December nineteen hundred and eighty, for these purposes electing as her domicile the office of the notary (1082 MD Amsterdam, Claude Debussylaan 54).

The appearing person declared that the General Meeting of Members of the association, incorporated under Dutch law: European Society of Nematologists, with address Wageningen University and Research centre, Laboratory of Nematology, Binnenhaven 5, 6709 PD Wageningen, this association hereinafter referred to as the 'association', in its meeting held on the fifteenth day of July two thousand eight resolved to amend the articles of association, record the association's articles of association in a notarial deed as referred in article 2:28 of the Dutch Civil Code and to authorize the appearing person to execute and sign this deed. In order to execute the resolution to amend and record the association's articles of association, the appearing person subsequently declared to record the association's articles of association in a notarial deed and amend the association's articles of association in such a manner that the association shall be henceforth governed by the following readopted:

ARTICLES

NAME, REGISTERED OFFICE AND DURATION

Article 1

1. The Association's name is: **European Society of Nematologists**.
2. The Association has its registered office in Wageningen.
3. The Association has been formed for an indefinite period of time.

OBJECTS

Article 2

The Association's objects are:

- a. the advancement of science of nematology;
- b. to foster communication and collaboration between nematologists;
- c. to represent the views of nematologists to other bodies, organisations and governments,
- d. and to undertake any other action as may be directly or indirectly relating or conducive to attaining the Association's objects, all of this in the broadest sense of the terms.

MEANS

Article 3

The Association shall endeavour to attain its objects by:

- a. organizing conferences and other meetings;
- b. publishing news letters;
- c. maintaining a webpage,

and by any such other lawful means as may be conducive to attaining the Association's objects, all of this in the broadest sense of the terms.

FINANCES

Article 4

The Association's income shall consist of:

- a. membership fees, which shall be determined by the General Meeting. For that purpose, members may be classified into categories, each of which shall be assigned a different fee;
- b. entry fees;
- c. grants, donations and other contributions, either from the government or otherwise;

- d. gifts, inheritances and legacies;
- e. fees for services rendered and accrued interest on funds;
- f. all other income and monies received.

The Treasurer shall keep a record of all of the Association's financial transactions.

MEMBERSHIP

Article 5

1. The Association shall have:
 - a. general members;
 - b. life members;
 - c. fellows of society;
 - d. sustaining members.

Where in these Articles reference is made to 'member' or 'members', all members referred to under a up to and including d will be included in this definition, unless these Articles provide otherwise.

2. Fellows of society shall be those who have been so appointed by the General Meeting of Members because of their exceptional services to the Association. Admission of Fellows of society shall be specified in greater detail in the Association's internal rules and regulations.
3. Members may be natural persons and legal entities.
4. Members shall have no rights and obligations other than those conferred or imposed upon them under or pursuant to these Articles.

COMMENCEMENT OF MEMBERSHIP

Article 6

1. The Governing Board shall decide on the admission of members. If membership is refused by the Governing Board, the General Meeting of Members may nevertheless decide in favor of admission. Admission to membership shall be specified in greater detail in the Association's internal rules and regulations.
2. The Governing Board shall keep a register in which the particulars about the Association's members shall be recorded.

END OF MEMBERSHIP

Article 7

1. Membership shall terminate by:
 - a. death of the member/natural person/ or dissolution of the member/legal entity;
 - b. notice of termination by the member;
 - c. notice of termination by the Association;
 - d. expulsion.
2. Membership may only be terminated by a member as of the end of the Association's financial year at a minimum of four weeks' notice. Notice must be given in writing and addressed to the Association's Secretary, who shall send written confirmation of the notice within eight days of receipt. If notice is not given on time, membership shall continue until the end of the next financial year, unless the Governing Board decides otherwise or the member cannot be reasonably required to continue membership.

Immediate termination of membership by a member giving notice shall also be possible:

 - a. within one month after a decision restricting members' rights or increasing their obligations has come to the attention of or has been communicated to the member; in that case, the decision shall not apply to the member. A member may, however, not give notice with a view to excluding himself from a decision whereby members' financial obligations are increased;
 - b. within one month of the member being notified of a decision to convert the Association into a different legal form or to effect a merger.
3. Membership may be terminated on the Association's behalf by the Governing Board as of the end of the Association's financial year at a minimum of four weeks' notice, if a member after repeated written requests fails to fully satisfy his monetary obligations towards the Association within six months, or if a member ceases to comply with any such membership requirements as may at any time be imposed on him under the Articles. Notice must be given in writing and set out the reasons for the termination.

Notice given on behalf of the Association may result in immediate termination of membership if the Association cannot reasonably be required to continue such membership.

4. A decision to expel a member may be taken only if the member has acted contrary to the Articles, regulations or resolutions of the Association or has unreasonably prejudiced the Association. The Governing Board shall decide on the expulsion and notify the member concerned of its decision and the reasons therefor as soon as possible. The member shall be entitled to appeal to the General Meeting of Members within one month of receiving the notification. Pending appeal, the member shall be suspended.
5. If membership ends in the course of a financial year, for whatever reason or cause, the annual membership fee shall nevertheless remain payable in full, unless the Governing Board decides otherwise.

Governing Board

Article 8

1. The Governing Board shall consist of a minimum of five (5) natural persons of age, who shall be appointed by the General Meeting of Members from the Members.
2. Governing Board members shall be appointed for a period of four (4) years. The Chairman, Secretary and Treasurer shall be assigned their titles by the General Meeting of Members. The positions as Secretary and Treasurer may be held by one and the same person. The Governing Board shall draw up a resignation roster.
3. Governing Board members may be dismissed or suspended at any time by the General Meeting of Members. Any such suspension which is not followed by a dismissal resolution within three months shall end upon expiry of that period. A resolution to suspend or dismiss Governing Board members shall require a three-fourths' majority of the votes validly cast at a General Meeting of Members.
4. Reinstatement of suspended or dismissed Governing Board members by the courts shall not be possible.
5. If any vacancy arises in the Governing Board, the remaining Board member(s) shall, regardless of the cause of the vacancy(ies), nevertheless continue to comprise a lawful Governing Board, without prejudice to Article 11(2).
6. The General Meeting of Members shall subsequently decide on the manner in which the vacancy(ies) is (are) to be filled.

MEETINGS OF THE GOVERNING BOARD AND BOARD RESOLUTIONS

Article 9

1. Governing Board meetings shall be held as often as the Chairman deems necessary or whenever one half of the other Board member(s) has (have) sent the Chairman a written request for a meeting, along with a precise account of the items to be discussed.
2. The internal rules and regulations may contain the notice requirements for Board meetings, procedural rules as well as provisions for the attendance of meetings by persons other than Board members.
3. Resolutions may be lawfully adopted on any item on the agenda provided that they are adopted by a unanimous vote at a meeting where all Governing Board members are present or represented, even if the requirements for convening and conducting the meeting as prescribed by these Articles or the internal rules and regulations have not been complied with.
4. The meetings shall be chaired by the Chairman of the Governing Board. If he or she is absent, the meeting shall appoint a Chairman from its midst.
5. Minutes shall be taken of the business transacted at the meeting either by the Secretary or by one of the other persons present and appointed for that purpose by the Chairman. The minutes shall be confirmed and signed by the persons acting as Chairman and as Secretary at the relevant meeting.
6. Governing Board members may have themselves represented at a meeting by another Board member by proxy, provided that the Chairman of the meeting considers such proxy to be sufficient. A Board member may act as proxy for only one Board member at a time.
7. The Governing Board may also pass resolutions outside a meeting, provided that all Board members have declared in writing (including by e-mail telegraph, telex or facsimile) that they are in favor of the relevant motion. The Secretary shall draw up a report of the resolution so passed and, adding the notices filed by the Board members, attach it to the minutes after the report has been co-signed by the Chairman.
8. Every Governing Board member shall be entitled to cast one vote. Board resolutions shall be passed by a simple majority of the votes validly cast, unless these Articles prescribe a greater majority.
9. Votes with respect to the election of persons shall be cast by means of unsigned

- folded ballot papers. Absentee ballots shall be void.
10. Motions other than for the election of persons shall be voted on orally unless, before the votes are cast, the Chairman of the meeting or any of the persons entitled to vote requests that the vote be taken in the form of a ballot.
 11. All disputes over votes shall be resolved by the Chairman of the meeting except where these Articles provide for another means of resolving the dispute.

DUTIES OF THE GOVERNING BOARD

Article 10

1. Subject to the restrictions set forth in these Articles, the Governing Board shall be in charge of running the Association.
2. The Governing Board may set up committees to perform special assignments. The Governing Board may delegate specified powers to a committee in connection with such assignment.
3. Subject to approval by the General Meeting of Members, the Governing Board shall be authorized to enter into agreements whereby the Association acquires, disposes of or encumbers registered property, acts as guarantor or as joint and several co-debtor, or otherwise binds itself jointly and severally in addition to or on behalf of a third party, or provides security for the debt of a third party.
4. Approval by the General Meeting of Members shall also be required for Board resolutions:
 - I. to perform juristic acts and make investments in excess of fifty thousand euros (EUR 50,000), without prejudice to the provisions of Article 10(4)(II);
 - II.
 - a. to hire, rent, lease or otherwise acquire or grant a right of use or enjoyment in respect of registered property;
 - b. to conclude agreements whereby the Association is extended bank credit;
 - c. to borrow and lend moneys, not including using any bank credit granted to the Association;
 - d. to enter into settlements;
 - e. to conduct legal proceedings, including arbitration proceedings, except where such proceedings involve implementing a prejudgment attachment or legal measures of an urgent nature.

- f. to conclude and amend employment agreements.

REPRESENTATIVE AUTHORITY

Article 11

1. The Governing Board shall represent the Association in court and otherwise.
2. The authority to represent the Association shall also be vested in two Governing Board members acting jointly.
3. The provisions governing the authority to conclude the agreements referred to in Article 10(3) and (4) shall extend to the authority to represent the Association in respect of those agreements.
4. An Governing Board member may grant a written power of attorney to any of the other members to (co-)represent the Association within the limits of that power.

GENERAL MEETING OF MEMBERS

Article 12

1. All powers which are not vested in the Governing Board by the law or these Articles shall be vested in the General Meeting of Members.
2. At least one General Meeting of Members shall be held every year (the "annual meeting"), within six months of the end of the Association's financial year, unless this period has been extended by up to five months by the General Meeting of Members on account of special circumstances.
3. At the annual meeting, the Governing Board shall give an account of the policies pursued in the past year, and shall submit for approval by the meeting the balance sheet, profit-and-loss account and explanatory notes for the past financial year (the "annual accounts"). The annual accounts must be signed by all members of the Governing Board. If the signature of one of them is missing, this fact shall be stated and justified.
4. The annual accounts must be approved by the annual meeting by a two-thirds' majority of the votes validly cast.
5. The annual meeting shall appoint new Governing Board members and may set up a committee consisting of a minimum of two persons who are not Governing Board members (the "financial committee"). The financial committee shall report on the financial management conducted by the Governing Board at the next annual meeting.

6. The Governing Board shall be obliged to provide the financial committee with any such information as the committee may require and shall grant the committee access to the accounts and records of the Association.
7. General Meetings of Members shall be held as often as the Governing Board may deem necessary or whenever one-tenth of the members entitled to vote have sent the Governing Board a written request for a meeting, along with a precise account of the items to be discussed.
8. In the latter case, the Governing Board shall convene a General Meeting of Members within four weeks of the submission of the request. If the Governing Board fails to do so, the members who filed the request shall be entitled to call the meeting themselves, with due observance of the provisions of Article 12(9).
9. General Meetings of Members shall be convened by the Governing Board at a minimum of fourteen days' notice. The convening notice shall be in writing and specify the place and time of the meeting as well as the issues on the agenda, and shall be directed to all members at the addresses recorded in the members' register.
10. Resolutions may be lawfully adopted on any item on the agenda provided that they are adopted by a unanimous vote at a General Meeting of Members where all of the Association's members are present or represented, even if the requirements for convening and conducting the meeting as prescribed by these Articles have not been complied with.
11. The General Meetings of Members shall be chaired by the Chairman of the Governing Board; if he or she is absent, the meeting shall elect a Chairman from its midst.
12. The Secretary or a person appointed by the Secretary shall take minutes of the business transacted at each General Meeting of Members. The minutes shall be adopted in such a manner as shall be described in the internal rules and regulations.
13. The internal rules and regulations may contain more detailed provisions governing the General Meetings of Members.

ADMISSION TO THE GENERAL MEETING OF MEMBERS; VOTING RIGHTS

Article 13

1. General Meetings of Members may be attended by all members of the Association. Members and Governing Board members who are suspended shall not have access

to General Meetings of Members, on the understanding that a suspended member shall be permitted to attend the meeting at which the resolution to suspend him shall be discussed. The suspended member shall also have the right to take the floor during that meeting.

2. Every member of the Association shall have the right to cast one vote at the General Meeting of Members.
3. A member may grant a written proxy to any of the other members to cast his vote.
4. Admission of non-members shall require a resolution by the General Meeting of Members.

DECISION-MAKING PROCESS AT GENERAL MEETINGS OF MEMBERS

Article 14

1. All resolutions passed at a General Meeting of Members shall require a simple majority of votes unless these Articles or the law provides otherwise.
2. Motions on items other than the election of persons shall be voted on orally; votes for the election of persons shall be cast in writing.
3. Abstention votes and invalid votes shall not be counted. If the votes on motions other than the election of persons are equally divided, the motion shall be considered rejected.
If the votes cast in a ballot for the election of persons are equally divided, the election shall be decided by lot.
4. All disputes over votes shall be resolved by the Chairman of the meeting except where these Articles provide for a resolution of the dispute.
5. If the Chairman's view is, however, challenged immediately after it is expressed, a new vote shall be taken when the majority of the meeting so requires or, if the original vote was not by call or ballot, when one person present and entitled to vote so requires. The new vote shall nullify the legal effects of the original vote.

ASSOCIATION'S FINANCIAL YEAR

Article 15

The Association's financial year shall correspond with the calendar year.

INTERNAL RULES AND REGULATIONS

Article 16

1. The Governing Board may adopt internal rules and regulations regulating all issues

which require regulation pursuant to these Articles, or which may prove to require regulation on any other basis.

2. The internal rules and regulations may not violate the law or these Articles.
3. Article 17 shall also apply to the adoption, amendment and revocation of the internal rules and regulations.

AMENDMENTS TO THE ARTICLES

Article 17

1. Any amendment to the Association's Articles shall require a resolution of the General Meeting of Members, on the understanding that the convening notice must announce that a motion to amend shall be tabled at that meeting. Convocation must take place in the manner specified in Article 12 of these Articles.
2. A resolution to amend the Association's Articles shall require a simple majority of the votes validly cast at a specially-convened General Meeting of Members at which a minimum of fifty of the total number of members entitled to vote must be present or represented. If no such quorum is present, a second meeting shall be convened within one month, but not earlier than eight days of the initial meeting. At the second meeting, the resolution to amend the Articles may be passed by a simple majority of the votes validly cast, regardless of the number of members present or represented at the meeting.
3. An amendment to the Articles shall not be effective until a notarial deed containing the amendment has been drawn up. Every member of the Governing Board shall be authorised to have such a deed drawn up and executed by a civil-law notary. The Governing Board members shall be obliged to file an authentic copy of the amendment, as well as a copy of the amended Articles, with the Trade Register.

DISSOLUTION AND LIQUIDATION

Article 18

1. A resolution to dissolve the Association shall require a simple majority of the votes validly cast at a specially-convened General Meeting of Members at which a minimum of four-fifths of the members entitled to vote are present or represented. The provisions of Article 17(1) and (2) shall apply to the convocation of that meeting and the motion proposed to be adopted at the meeting.
2. The Association shall continue to exist after its dissolution if such is necessary to

- liquidate its assets and liabilities.
3. The liquidation shall be carried out by the Governing Board.
 4. The liquidators shall be governed by the provisions relating to the appointment, suspension, dismissal and supervision of Governing Board members. The liquidators shall have the same powers, duties and liabilities as Governing Board members insofar as they are compatible with the liquidators' tasks.
 5. The liquidators shall ensure that the Association's dissolution as well as the personal particulars of the liquidators are entered in the register referred to in Article 17(3).
 6. The liquidators shall distribute the surplus assets remaining after the Association's creditors have been paid among the person(s) designated by the General Meeting of Members, or else to the Association's members.
 7. The Association shall cease to exist when either the Association or the liquidators establish that the Association no longer has any assets. The liquidators shall ensure that such fact is entered in the register referred to in Article 17(3).
 8. After the liquidation is completed, the accounts and records of the dissolved Association shall be kept by the most junior liquidator for a period of seven years.

Article 19

1. In these Articles "in writing" means by letter, by telecopier, by e-mail, or by message which is transmitted via any other current means of communication and which can be received in the written form, provided that the identity of the sender can be sufficiently established.
2. All issues not provided for under these Articles, the internal rules and regulations or the law shall be decided by the Governing Board.

The appearing person is known to me, notary,

WITNESSETH THIS DEED,

the original of which was drawn up and executed in Amsterdam on the date in the first paragraph of this deed. The substance of this deed was stated and clarified to the appearing person. The appearing person declared to have taken note of the content of this deed timely before its execution, agreed to its content and did not require a full reading of this deed. Subsequently, after limited reading in accordance with the law, this deed was signed by the appearing person and me, notary.