

Assistance Dogs Europe Statutes Translated into English

Today, January 23rd 2012

Appear in front of me, Mr. Roland Harco Yvo VAN MOURIK notary in Nijmegen:

1. Persons who will sign; those present * (names and details)

2. Capacity of those persons present; parties in this document

The persons present act together and represent the board members of the informal association: ASSISTANCE DOGS EUROPE, with address **,

Called hereafter: the Association

3. Creation/declaration of the statutes of the Association

Those present declare:

3.1. That in our meeting in Paris(France) October 27th 2002 the Association: Assistance Dogs Europe, was created.

3.2. In a general assembly June 24th 2011 these statutes were agreed upon and it was decided to put them into a notarial document. Those present have permission to take the necessary steps. This is proved by the minutes here attached (addendum 1).

3.3. The statutes of the Association are the following:

Name and Registered Office

Article 1

1.1 The Association is named: **Assistance Dogs Europe**

1.2 The Association has its Registered Office in the Municipality of Groesbeek

Objects

Article 2

2.1 The Objects of the Association are, to develop itself as the leading organization in Europe promoting the Assistance Dogs movement, to act as a regional chapter of Assistance Dogs International Inc (hereafter ADI) and to promote contacts and coordination between European assistance dog programs in order to improve the assistance dogs movement and to enlarge it.

2.2 The Association achieves its Objects *inter alia* by:

- assuring that the standards established by ADI for the assessment of assistance dogs programs and trainers are respected in Europe, taking into account the specific needs of European programs;
- controlling the standards so as to maintain the quality of the accreditation process in Europe;

- ensuring the access rights of assistance dogs users by lobbying in Europe for the development of clear legislation on access rights;
- creating the opportunity to establish networks that encourage the exchange of best practices in Europe;
- promoting assistance dog programs and services and the role that assistance dogs play in the life of the users;
- developing and maintaining an up-to- date database of assistance dog activities in the Region;
- encouraging collaboration between programs, other regional chapters of ADI and ADI itself;
- establishing alliances with other European organizations with similar goals;
- ensuring the financial viability of the Association by organizing fundraising activities and by collecting any other donations and revenues;

Membership

Article 3

3.1 The Association has Full Members and Candidates. Where in these statutes Members are mentioned, Full members and Candidates are meant, unless a specific distinction is made.

3.2 Programs can only become a Member if incorporated as a not-for-profit organization. Members become a Full Member once they have been successfully accredited by ADI/IGDF and continue to meet the terms and conditions of the accreditation process.

3.3 Applications to become a Candidate are considered by the Board on written request. Candidates have the same rights and duties as Full Members except the right to vote. A Candidate can be accepted as a Member after filing a written request to the Board that will take a decision about admission.

3.4 In the case of non-acceptance by the Board of a Candidate or a Full Member, the General Assembly can decide to admit. Only those registered entities subscribing to the goals of the Association and willing to collaborate with the activities of the Association are admissible as Candidates and Full Members.

3.5 The Secretary keeps a record of the Members of the Association.

3.6 Membership is non-transferrable and cannot be acquired by any form of fusion, merger or scission.

Suspension

Article 4

Where a Member has repeatedly acted in violation of their obligations as a Member and has damaged the Association through their actions and behavior, the Board can suspend the Member for a period up until the first **next** General Assembly. The rights of the Member cannot be exercised during the suspension.

End of membership
Article 5

5.1 Membership ends:

- a. by the Member terminating its Membership
- b. by the Association terminating the Membership
- c. by exclusion
- d. by the dissolution of the Member;

5.2 As for the Termination of Membership by a Member the following rules apply:

5.2.1. Termination of Membership by a Member can only be done at the end of the year. It has to be done in writing and be given to the Secretary before the 1st of December. The Secretary has to confirm receipt of the termination notice within eight days. If the termination does not happen within the terms of these conditions, Membership will run until the end of the following year, unless the Board decides differently or unless a continuation of Membership cannot be reasonably continued.

5.2.2. Termination of Membership by a Member will be effected within a month where notice has been given of a change in the terms of incorporation, or in case of a fusion or a merger.

5.3 Termination of Membership by the Association can be pronounced by the Board at the end of the Associations year, respecting a delay of three weeks, when the Member, on the 1st of December after having received several written warnings, has not paid its entire Membership fees to the Association or has not respected its obligations as mentioned in these statutes. Termination of Membership by the Board can take effect immediately where it would be unreasonable for the Association to keep it running. Termination will be given in a written document stating the reasons.

5.4 Exclusion of Membership can only be pronounced when the Member acts or has acted contrary to the statutes, regulations or resolutions of the Association, or inflicts or has inflicted unreasonable damage to the Association. Notice of Exclusion shall be given without any delay by the Board which will state the reasons. The Member can appeal against Exclusion to the General Assembly within one month after the receipt of the notification. During the period of appeal and pending the appeal the Member is suspended. The decision of the General Assembly on Exclusion is taken by a majority of at least two thirds of the validly cast votes.

5.5 If the Membership terminates during the course of the Association's year, for whatever reasons or causes, the entire annual fee for the whole year is due, unless the Board decides differently.

5.6 In the case of Termination of Membership, a Member cannot avoid an increase in the Members fees conforming to these statutes, notwithstanding the possibility of termination according to section 2 of this article.

Financial Means

Article 6

6.1 Concerning the Financial Means

6.1.1 The Financial Means of the Association are covered by:

- membership fees
- costs or charges
- donations and gifts
- subventions and subsidies
- sponsorship
- successions or legacies

6.1.2 Legacies can only be accepted by the Association after the receipt of an inventory.

6.2 Every Member pays an annual Membership fee; the Board will decide on the amount before the General Assembly is held, based on the budget of the Association and will announce it during the General Assembly. The Board can propose different fee levels for Candidates and Full Members. The Board can also by Internal Regulations make rules regarding different fee categories. Members will also pay costs or charges decided on by the Board for special activities or unexpected expenditures, if these have been previously approved by the Board on the basis of the budget or another document; these costs or charges cannot be higher than the membership fee.

Board

Article 7

7.1 The Board is charged with the management of the Association in accordance with article 8.

7.2 The Board consists of a minimum of three natural persons. The number of Board members is decided by the General Assembly. If the number of Board members goes under the minimum required, the Board still remains in charge as long as at least two Board members remain in place. The Board must do everything possible to become constituted again as regulated by these Statutes.

7.3 Board members are appointed by the General Assembly, on proposal of the Board or on proposal of a minimum of Five Full Members. As the Board consists of natural persons and the Members of the Association are all legal entities, the Board of the Association will consist of non-Members. Those natural persons can

only be a Board member if they are employed by or are Board members of a Full Member. Only two members of the Board can have the same nationality. Every Board member must be a minimum of 21 years of age.

7.4 The Board will elect from amongst its members a President, Secretary and Treasurer.

7.5 Each member of the Board can be dismissed or suspended by the General Assembly. A resolution on dismissal or suspension can only be carried by two thirds of the votes validly cast in a General Assembly. If no dismissal occurs within a month of a proposed suspension, the suspension then terminates as a result of this lapse of time. A Board member ceases to be on the Board if he/she no longer meets the requirements laid out in article 7.3 where it states that he/she has either to be employed by or be on the Board of a Full Member.

7.6 Board members can retire from the Board. This has to be done in writing and with a minimum of three months' notice.

7.7 Every year at least one member of the Board will retire in accordance with a schedule agreed by the Board. This member can stand immediately for re-election.

7.8 The Board requires the prior approval of the General Assembly before signing agreements on acquiring, disposing or encumbering of registered property; before signing agreements wherein the Association becomes the guarantor of or co-debtor with a third party. Here is referred to article 8.2 of the statutes.

7.9 If the Board consists of at least 5 persons, the Board can decide that the President, Secretary and Treasurer will be charged with certain administrative tasks that are written down in Internal Regulations while the other administrative tasks will be undertaken by the Board in general. In this case the President, the Secretary and the Treasurer will be named "Daily Board" while the general administration will be named "General Board".

Representation **Article 8**

8.1 The association is represented by the Board or by two Board members with titles of President, Secretary (and) or Treasurer, acting jointly. Every Board member can also be represented by a written proxy.

8.2 The limitation mentioned in article 7.8 also applies to the power of representation. This limitation can only be invoked by the Association.

Financial year, book year and annual accounts **Article 9**

9.1 The financial year is the calendar year.

9.2 The Board is obliged to keep records of the financial state of the Association, in such a manner that the rights and obligations of the Association are known at all times.

9.3 The Board is obliged to keep the records as mentioned in article 9.2 and in article 10 for a period of seven years.

Annual Assembly, committee

Article 10

10.1 Not later than within six months after the end of the Association's year, a General Assembly –the annual meeting – must be convened, unless this period is extended by the General Assembly. During this meeting the Board will give its annual report about the business and management of the Association. The Board will present the balance sheet and the statement of income and expenditure and explanatory notes for Approval to the General Assembly. These documents must be signed by all Board members; if the signature of any one of them is missing, the reasons for this shall be given.

10.2. The General Assembly will nominate every year – but at last 30 days before the yearly meeting - a committee of at least two Full members, who cannot be members of the Board, to examine the documents referred to in 10.1. This committee will report its findings to the General Assembly. If this requires special knowledge in bookkeeping, the committee can be assisted by an expert – the costs will be paid by the association.

10.3 The Board has to give all necessary information to this committee, and if asked for they will show cash and other valuables of the Association and give access to the books and documents of the Association.

10.4 Approval by the General Assembly of the annual report and accounts shall discharge the Board except for what does not appear in those accounts.

10.5 If approval of the accounts and responsibility is denied, the General Assembly will appoint another committee consisting of at least three full members who will conduct another investigation into those accounts and responsibility. This committee will have the same competences as the previous committee. It will report its findings to the General Assembly within a month of its nomination. If here approval is also refused, the General Assembly will be required to take measures as deemed necessary in the interests of the Association.

10.6 The matters mentioned in 10.2, 10.3 and 10.5 are not applicable where an accountant gives a declaration of fidelity in conformance to article 2:393 section 1 of the Civil Code.

Convening the General Assembly

Article 11

11.1 The general meetings are convened by the Board with a notice period of at least seven days. Notice of meetings must be sent in writing to the members. A notice in writing can mean a notice sent by email.

11.2 Except for the General Assembly mentioned in article 10, general meetings can be held as often as the Board considers appropriate or on the written request with mention of the subjects on the agenda, of at least as many full members as would be entitled to cast one tenth of the votes in the General Assembly when all members are present or represented.

11.3 After receiving a request as mentioned in article 11.2 the Board is obliged to convene a general meeting within a period no longer than four weeks after the submission of the request. If within fourteen days no action is taken on the request, the applicants themselves may proceed to convene a meeting in the same manner as would be done by the Board.

Decision-making

Article 12

12.1 Concerning the decision-making in this Assembly:

12.1.1 Only Full Members are entitled to attend the General Assembly. Full Members have one vote each. Every Full Member has the right to cast its vote through another Full Member by way of a written proxy. No one can hold more than one proxy. Suspended members have no access to the General Assembly except that part of the meeting where the resolution of their suspension will be dealt with. The General Assembly can decide whether people who are not representing Full Members can have access to the Assembly.

12.1.2 Valid resolutions can only be made if one third of the members are present or are represented. If this quorum is not met then a second meeting can be held within a period of five and thirty days; in this second meeting, regardless of the number present or represented, decisions can be taken on the subjects of the first meeting, unless it is regulated otherwise by these Statutes.

12.2. A unanimous decision by all Full Members, even without holding a meeting and provided that it has been taken with prior knowledge of the Board, has the same effect as a resolution of the General Assembly. Such a decision will be registered by the Secretary in the Minute register and notice of it will be given at the next general meeting.

12.3. Votes concerning business can be cast orally or when concerning persons, in writing. Decision-making by acclamation is possible where this is proposed by the President and approved by the General Assembly.

12.4 Insofar as not provided otherwise in the statutes or by law, all resolutions are passed by a majority of the votes validly cast. In the event of a tie the resolution is not passed. In an election the person who has more than half of the votes cast against his name will be elected. When no one has a majority, if necessary after an intermediate vote, a second vote will be organized between the two persons who had the most votes, and then the person who has the majority of the votes in this election will be elected. If even after a second election there is a tie, then the result will be decided by fate such as the tossing of a coin.

12.5 Votes mean validly cast votes. Blank votes and invalid votes are considered not to have been cast. Those blank or invalid votes are only taken into account to calculate the quorum.

12.6 The result of the vote announced by the President during the assembly is binding unless it is questioned immediately afterwards; in which case a second, new vote will be organized if the majority of the assembly asks for it, or if the vote was not in writing, when one person present with the right to vote, desires such an outcome. Once this vote has been held the legal effects of the first vote are no longer valid.

Chairing and Minutes

Article 13

13.1. The President of the Board chairs meetings. In his/her absence the Board will decide which other Board member will chair the meeting.

13.2. Minutes will be taken of all matters discussed during the meeting by the Secretary or by another member designated by the Chair. These minutes will be on the Agenda of the next General Assembly.

Amendment of Statutes

Article 14

14.1 The statutes of the Association cannot be amended unless by a resolution of a General Assembly which has been convened stating that at that meeting amendment of the statutes shall be proposed. At least fourteen days' notice must be given before convening such a meeting.

14.2. Those convening the General Assembly to discuss a motion to amend the Statutes, shall, at least five days before the meeting, make available for inspection a copy of that motion in which the proposed amendment has been put in writing.

14.3. A resolution to amend the statutes requires at least two thirds of the votes validly cast, in the General Meeting during which at least two thirds of the full members are present or represented.

14.4. In cases where this quorum has not been attained then a resolution to amend the statutes can be passed, no matter how many members are present or represented at a further Assembly held after a minimum of five but before 30 days after the first, with a minimum of two thirds of the votes cast.

Amendment of Statutes outside the Assembly

Article 15

All that is stated in article 14 is not applicable if during the General Assembly all members are present or represented and the decision to amend the statutes is made by a majority of votes.

Effect of Amendment of Statutes

Article 16

16.1. An amendment to the statutes shall not take effect until a notarial instrument has been drawn up. Each member of the Board is authorized to have the instrument executed.

16.2. The Board has to deposit an authentic copy of the amendment in a completely modified text of the statutes at the office of the Chamber of Commerce of the place where the Association has been registered.

Dissolution and liquidation

Article 17

17.1. The Association will be dissolved by a resolution of the General Assembly taken with a majority of two thirds of the validly cast votes during a meeting where at least three fourths of the members are present or represented. Furthermore the Association can be dissolved in compliance with other matters mentioned in the law (article 19 of Boek 2 B.W.)

17.2. In the absence of a quorum, regardless of the number at the meeting present or represented, it can be decided that the Association will be dissolved at a subsequent meeting that will be held at least five days but no later than thirty days after the first where there is a majority of two thirds of the votes cast.

17.3 The notice of such a meeting as described in paragraphs 1 and 2 of this Article must state that the meeting will be held to dissolve the Association. The deadline for notice of such meetings should be at least fourteen days.

17.4. If in the resolution to dissolve no liquidators have been designed then the liquidation will be enacted by the Board in respect of all legal dispositions.

17.5. In accordance with a resolution to be taken by the General Assembly, the surplus assets at the time of liquidation shall be put at the disposal of one or more institutions or organizations of public utility, which pursue more or less the same goal as the Association. The liquidators will transfer the assets.

17.6. After the dissolution the association shall continue to exist insofar it is necessary to liquidate its assets. During this liquidation period the provisions of the statutes and regulations of the Association will be maintained where possible. The words "in liquidation" must be added to its name in all documents and announcements of the Association,

17.7. Books and documents of the Association must be kept by a legal entity or a natural person designed by the liquidators for seven years after the end of the liquidation.

Internal Regulations

Article 18

18.1. The Board can by Internal Regulations adopt rules concerning Membership or adopt rules concerning the introduction of fees, the amount of fees and expenses and charges (an increase being only possible when in accordance with these statutes), the activities of the Board and its decision-making, the Board meetings, the meetings of the General Assembly, the method of exercising voting rights, the management and use of the assets of the Association or all other matters that need to be regulated.

18.2. Amendments to the Internal Regulations can be made by a decision of the Board.

18.3. The Internal Regulations shall be neither in conflict with the law, nor contrary to the articles of the statutes unless it is permitted by law or by those same articles of the statutes.

Final Provisions

Article 19

In all cases not regulated by law, nor the statutes, nor the Internal Regulations, the Board will decide.

5. Final act

Those present before me, the notary, are known. Their identity is for me the notary known as far as necessary by (if necessary) the following documents

This document has been written in Nijmegen on the date as mentioned at the beginning of this document. Those present have declared their knowledge of this document and do not require complete reading of it. After a discussion of the content of this document and an explanation and a limited reading those present have signed

Immediately after this, the document has been signed by me notary the...