ARTICLES OF THE ASSOCIATION
“EUROPEAN SOCIETY FOR THE STUDY OF PERSONALITY DISORDERS”

NAME AND REGISTERED SEAT
Article 1.
1. The name of the Association is: European Society for the Study of Personality Disorders (ESSPD).
2. It has its registered seat in the Municipality of Utrecht, the Netherlands.

OBJECTS AND MEANS
Article 2.
1. The objects of the Association are:
   a. to promote scientific research in the field of personality disorders;
   b. to bring together scientists with diverse backgrounds and disciplines;
   c. to initiate, support and encourage the integration of scientific research into all aspects of personality disorders;
   d. to promote education in the field of the most advanced diagnostics and treatments of personality disorders;
   e. to inform the public about the results and implications of current research on personality disorders;
   f. to stimulate all other activities that contribute to the emancipation of personality disorders as an important clinical domain of mental health in Europe;
   g. to support and collaborate with patient and family organizations in the field of personality disorders with the aim of promoting the emancipation of those organizations;
   h. to reflect the European perspective regarding personality disorders in international societies and associations.
2. The Association seeks to achieve the abovementioned objects by:
   - organizing annual or bi-annual scientific congresses and educational symposiums and conferences;
   - stimulating international cooperation regarding scientific research;
   - awarding prizes for outstanding scientific contributions in the field of personality disorders;
   - maintaining a close cooperation with other international scientific societies, associations and organizations or official institutions (such as the International Society for the Study of Personality Disorders, and the Personality Disorders Section of the Association of European Psychiatrists);
   - maintaining close contact and close cooperation with patient and family organizations in the field of personality disorders.

RELATIONSHIP WITH THE INTERNATIONAL SOCIETY FOR THE STUDY OF PERSONALITY DISORDERS (ISSPD)
ARTICLE 3.
1. The Association has a status that is independent from the International Society for the Study of Personality Disorders (ISSPD).
2. The Association seeks close cooperation with the International Society for the Study of Personality Disorders (ISSPD), and the nature of the cooperation and the mutual interrelatedness between the two organisations can be laid down in a covenant.

DURATION
Article 4.
The Association is established for an indefinite period of time.

MEMBERSHIP
Article 5.
1. Ordinary members are persons who have been invited by the Board to become a member and who have accepted that invitation.
2. Criteria for being invited to become a member are extraordinary qualities and/or achievements in the field of personality disorders and/or in the fields of science, policy, clinical skills, education and/or knowledge transfer.
3. The General Members Meeting may resolve that the members are due a membership fee.
4. Each Board Member, or two members of the Association, shall be authorized to nominate persons to the Board for membership. The Board shall decide whether the criteria for membership have been met.
5. If the Board decides that a candidate member does not meet the criteria for membership, the General Members Meeting may invite the relevant candidate member to attend a General Members Meeting. The General Members Meeting may at that meeting appoint a committee consisting of at least three members (not being Board Members), which can yet decide to accept the relevant candidate member as a member.

6. Former Board Members shall automatically also be members of the Association (if they were not members of the Association already yet), unless their resignation as a Board Member was caused by a conflict with the criteria for membership.

7. Honorary members are members who have been designated as honorary members by the General Members Meeting on the basis of exceptional merits for society.

Article 6.
Membership shall be personal and therefore cannot be transferred and cannot devolve.

Article 7.
1. The membership of a member will end:
   a. by death of the member;
   b. by termination of the membership by the member;
   c. by termination of the membership by the Association;
   d. by disqualification.

2. Termination of membership by a member can only take place at the end of a financial year, provided that it is done in writing or electronically and with due observance of a notice period of at least four weeks.

Nevertheless, immediate termination of membership by giving notice shall be possible:
   a. if it reasonably cannot be expected that the membership will be allowed to continue;
   b. within one month after a resolution by which other than pecuniary rights of the members have been restricted or their obligations have been increased, has become known or has been communicated to a member;
   c. within one month after a member has been notified of a resolution to convert the Association into another legal form or to merge the Association.

If notice does not take place in time, the membership shall continue until the end of the next financial year.

3. Termination of membership by the Association can also only take place as per the end of a financial year.

The termination shall be effected by the Board, in writing and with due observance of a notice period of at least four weeks.

Termination of membership by the Association can only occur if a member no longer meets the membership requirements set by the Articles, and also if the Association reasonably cannot be expected to continue the membership.

The provisions of the last sentence of the preceding paragraph shall apply mutatis mutandis.

4. Disqualification from the membership can only take place if a member violates the Articles, Bylaws and/or resolutions of the Association, including if a member despite having been sent a reminder fails to pay the annual membership fee (if any) in time or at all, or if a member unreasonably prejudices or harms the Association.

The disqualification shall be effected by the Board, which will notify the relevant member of the decision without delay, while stating the reasons.

The relevant member shall have the right to appeal to the General Members Meeting within one month after receipt of the notification.

During the appeal period and pending the appeal, the relevant member shall be suspended.

The resolution of the General Members Meeting to disqualify the relevant member shall require a majority of at least two thirds of the votes cast.

The provisions of Article 5 paragraph 4 last sentence shall apply mutatis mutandis.

5. If the membership ends in the course of a financial year, the annual membership fee (if any) shall nevertheless remain due by the relevant member in full.

The Board may suspend a member who acts contrary to the Articles, Bylaws or resolutions of the Association or who unreasonably harms the Association, for a period to be determined by the Board of up to six (6) months. The provisions of paragraph 4 of this Article regarding ‘appeal’ shall apply mutatis mutandis.

AFFILIATED ASSOCIATIONS
Article 8
1. The Association has two kinds of affiliated associations and organizations: European national scientific associations in the field of personality disorders and organizations like patient or
family organizations can on invitation of the Board become affiliated associations or cooperating organizations. Affiliated associations and cooperating organizations may be consulted about special matters, and may be asked to share information and/or to cooperate in special matters and/or events.

2. The individual members of the affiliated associations and cooperating organizations do not have any special privileges such as reduced admission rates for conferences and congresses of the Association, unless the Board decides otherwise.

**FINANCIAL MEANS**

Article 9.

1. The financial means of the Association consist of gifts, donations and revenues from the activities of the Association, such as organizing congresses.

2. The financial reserve of the Association is formed by the difference between the total financial means and the (expected) expenditure in the most recent year.

**BOARD**

Article 10.

1. The Board shall consist of at least six persons, who will appoint from among their midst a chairman, a secretary / vice-chairman and a treasurer. The chairman, the secretary / vice-chairman and the treasurer together constitute the Executive Committee.

2. The Chairman shall be an eminent scientist or clinician with an international reputation in the field of personality disorders. The other members must also have profiled themselves clearly in the field of the personality disorders.

3. The Board Members shall be appointed by the General Members Meeting from among the members of the Association.

4. The appointment of Board Members shall be made from one or more nominations. Both the Board and three or more members acting jointly shall be authorised to draw up a nomination. A nomination shall be made known to the Board in writing sixty days prior to the relevant meeting.

5. If no nomination has been drawn up, the General Members Meeting shall be free in the appointment.

6. The General Members Meeting shall also determine the number of Board Members.

7. The Board Members shall be appointed for a maximum period of three years. The Board Members shall only once be eligible for reappointment. For the purposes hereof, a year shall mean the period between two consecutive annual General Members Meetings. The Board Members shall resign in accordance with a roster that will be drawn up by the Board.

8. One year prior to the resignation of the chairman, an incoming chairman shall be elected. The chairman and the incoming chairman shall during that year cooperate in such a manner that the incoming chairman is sufficiently prepared by the chairman.

9. Board Members may be suspended and/or dismissed by the General Members Meeting at any time while stating the reasons for that. In respect of a suspension or dismissal the General Members Meeting shall adopt resolutions with a majority of two thirds of the votes cast.

10. If the General Members Meeting in the event of a suspension of a Board Member has not within six months thereafter resolved to dismiss the relevant Board Member, the suspension ends. The suspended Board Member shall be given the opportunity to answer for and defend himself at the General Members Meeting, and may in that be assisted by a counsellor.

11. Vacancies shall be filled as soon as possible. An incomplete Board shall continue to be competent.

Article 11.

1. The Board shall be charged with managing the Association. The Executive Committee (if any) shall be charged with the daily management of the Association. The Board may delegate tasks, duties and powers to the Executive Committee (if any) until further notice.

2. The Board shall also be authorized to resolve to enter into agreements to acquire, alienate and/or encumber registered property, and to enter into agreements by which the Association binds itself as a guarantor or as a joint and several co-debtor, guarantees the performance of an obligation for a third party, or binds itself to provide a security for a debt of another.

Article 12.
1. The Board shall represent the Association.
2. Moreover, the representative authority shall also be vested in the chairman acting together with the secretary or the treasurer, or in the secretary acting together with the treasurer.
3. The Board may authorize one or more Board Members, as well as others, both jointly and individually, to represent the Association within the limits of that authorisation.

THE GENERAL MEMBERS MEETING

Article 13.
1. General Members Meetings shall be held at the location specified in the convening notice. Meetings may also be held by any means of telecommunication.
2. General Members Meeting shall be convened by means of written convening notices sent to the holders of voting rights with due observance of a notification period of at least four weeks. The convening notice shall state the issues to be discussed at the meeting. The convening notice can also have the form of a readable and reproducible message that is sent electronically to the address of each member that he has disclosed to the Association for that purpose.

Article 14.
1. Access to the General Members Meeting or to a certain part of the General Members Meeting shall have those who have been invited to do so by the Board and/or the General Members Meeting, the members who have not been suspended, a representative of the international scientific associations or organizations, such as patient and family organizations, with whom a close cooperation has been established, student members, donors, the affiliates, persons who are part of the constituent bodies of the Association, provided that the Board gives permission for that. A suspended member shall have access to the meeting at which the resolution regarding his suspension will be discussed, and shall have the right to address the meeting in respect thereof.
2. The abovementioned members shall be entitled to vote at the General Members Meeting. Each of them shall have one vote. Anyone who is entitled to vote may grant to another party who is entitled to vote a written power of attorney to cast his vote. A party entitled to vote can act as attorney for at most two other persons. The requirement that a power of attorney has to be in writing will also be met if the power of attorney has been laid down electronically. If the meeting takes place in the manner referred to in in Article 13 paragraph 1, second sentence, voting rights can also be exercised electronically.
3. A unanimous resolution adopted by all those who are entitled to vote at General Members Meetings shall, even though they are not gathered in a meeting and provided that the relevant resolution has been adopted with prior knowledge of the Board, have the same force and effect as a resolution of the General Members Meeting. Votes may be cast in writing and/or electronically.
4. The Chairman shall determine the manner in which the voting in the General Members Meeting will take place.
5. All resolutions for which no greater majority is prescribed by the law or these Articles shall be adopted by an absolute majority of the votes cast. If the votes regarding issues tie, the proposal is rejected. If the votes regarding an election of persons tie, lots shall decide. If in an election between more than two persons nobody obtained an absolute majority of the votes cast, a revote shall be held between the two candidates who received the greatest number of votes, if necessary after an interim vote.

Article 15.
1. General Members Meetings shall be chaired by the chairman or, in his absence, by the secretary (if he is also the acting chairman), and in his absence, by the oldest Board Member present. If no Board Members are present, the meeting itself shall designate its chairman.
2. The opinion pronounced by the chairman at the General Members Meeting regarding the outcome of a vote shall be decisive. The same shall apply regarding the content of an adopted resolution, in so far as votes were cast regarding a proposal that was not laid down in writing or recorded electronically.
3. Of all that which transpires at a General Members Meeting minutes shall be kept by the secretary or by a person designated by the chairman.
These minutes shall be sent within four weeks after the meeting, and shall be adopted at the next General Members Meeting, and shall by way of proof thereof be signed by the chairman and the secretary of that meeting.

Article 16.
1. In addition to the General Members Meeting referred to in Article 13, General Members Meetings shall be convened by the Board as often as it deems that to be advisable.
2. At the written request of at least ten percent (10%) of the members, the Board shall be held to convene a General Members Meeting as provided for in Article 14 of these Articles, which will have to be held within at most six months after the submission of the relevant request. If the request is not complied with within three months, the requesters themselves may convene a General Members Meeting. The requesters may then charge others than Board Members with the chairmanship of the meeting and the drawing up of the minutes.
   The requirement that the request must be in writing shall also be fulfilled if the request has been recorded electronically.
3. If no written convocation of the General Members Meeting has taken place, the General Members Meeting may nevertheless adopt legally valid resolutions provided that at least half of the total number of the members are present or represented, and none of the Board Members opposes the same. The provisions of the preceding sentence shall apply mutatis mutandis to decision-making by the General Members Meetings regarding issues that were not placed on the agenda.

FINANCIAL YEAR, ANNUAL FINANCIAL STATEMENTS AND AUDIT COMMITTEE

Article 17.
1. The financial year of the Association shall be equal to the calendar year.
2. Each year, at least one General Members Meeting will be held, within ten months after the end of the financial year, unless that period is extended by the General Members Meeting. In that General Members Meeting the Board shall present its annual report regarding the affairs of the Association and the pursued policy.
   The Board shall submit the balance sheet and the statement of income and expenses together with explanatory notes, together with an expert report, for approval to the meeting. The abovementioned documents shall be signed by all Board Members; if the signature of one or more of them is lacking, this shall be stated while giving the reasons.

AMENDMENT OF THE ARTICLES

Article 18.
1. Amendment of the Articles can only take place pursuant to a resolution to that effect adopted at a General Members Meeting that has been convened with the announcement that an amendment of the Articles will be proposed thereat.
2. Those who have convened the General Members Meeting where a proposal to amend the Articles will be discussed, shall at least one month before the day of the meeting make a copy of the proposal, in which the proposed amendment has been included verbatim, available at an appropriate place for inspection by the members, or publish the same, until after the end of the day on which the meeting is held.
3. The General Members Meeting can only resolve to amend the Articles with a majority of at least two thirds of the votes cast.
4. The amendment shall not come into force and effect until it has been laid down in a notarial deed.
   Each of the Board Members shall be authorized to have the deed of amendment executed.
5. The provisions of the paragraphs 1 and 2 of this Article shall not apply if all persons entitled to vote are present or represented at the General Members Meeting, and the resolution to amend the Articles is adopted unanimously.
6. The Board Members shall be held to file a true certified copy of the deed of amendment and the complete continuous text of the Articles as they read after the amendment, at the office of the Trade Register maintained by the Chamber of Commerce.

DISSOLUTION AND LIQUIDATION

Article 19.
1. The provisions of the paragraphs 1, 2, 3 and 5 of the previous Article shall apply mutatis mutandis to a resolution of the General Members Meeting to dissolve the Association.
2. In the resolution referred to hereinabove in paragraph 1, the General Members Meeting shall determine the use of the credit balance, as much as possible in accordance with the objects of the Association.
3. The liquidation shall be effected by the Board.
4. If the Association at the time of its dissolution does not have any assets anymore, it will as then cease to exist.
   In that case, the Board shall record the same in the registers in which the Association is registered.
5. After the dissolution, the Association shall continue to exist to the extent that is necessary for the liquidation of its assets.
   During the liquidation, the provisions of these Articles shall as much as possible continue to be in force and effect.
   In documents and announcements produced by the Association, the words "in liquidation" must as then be added to the name of the Association.
6. The liquidation ends at the time that no more assets known to the liquidators are present anymore.
7. In the event of liquidation, the Association shall cease to exist at the moment that the liquidation ends. The liquidators shall report the same to the registers where the Association is registered.
8. The books and records of the dissolved Association shall during seven years after the Association has ceased to exist be kept in the custody of the person designated for that purpose by the liquidators.
   Within eight days after the start of his custody obligation, the designated custodian must provide his name and address to the registers in which the dissolved Association was registered.

BYLAWS

Article 20:
1. The General Members Meeting may adopt and amend one or more sets of Bylaws, in which issues can be arranged that have not been arranged in these Articles in full or at all, such as obligations of the members other than the obligation to pay membership fees (if applicable).
2. Bylaws must not contain provisions that are contrary to the law or these Articles.
3. The provisions of Article 18 paragraphs 1, 2 and 3 shall apply mutatis mutandis to resolutions to adopt and/or amend Bylaws.

Closing Provisions

Article 21:
1. The General Members Meeting of the Association shall have all powers that have not been assigned to other constituent bodies by the law or the Articles.
2. In connection with the fact that the Association was created by the conversion a foundation into an association, as appears from a notarial deed of conversion of a foundation into an association executed on the third day of June two thousand and ten before E.I. Kortlang LL.M. (Master of Dutch Law), civil-law notary practising in Leiden, the Netherlands, it is provided on the basis of Article 2:8 paragraph 6 of the Dutch Civil Code that the capital of the Association at the time of the conversion of the foundation into the association, and the fruits and benefits thereof, can only with the permission of the court be used differently than was prescribed before the conversion.