

D133707/KD/sp

Revised at the ENHR General Assembly,
2 September 2021 (Art 16)

Final version dated: 07/10/2019

ESTABLISHMENT OF ASSOCIATION

On seven October two thousand and nineteen, appearing before me, Klaas Johannes van den Dool, civil-law notary in the municipality of Delft:

1. Mr Petrus Johan Boelhouwer, residing at Wilg 16, 2731 BW Benthuisen, municipality of Alphen aan den Rijn, born in The Hague on the twenty-eighth of October, nineteen hundred and fifty-eight, married;
whose identity has been established by me, civil-law notary, on the basis of his driving licence (number 5064829367), issued by the municipality of Alphen aan den Rijn, valid until the twenty-sixth of July, two thousand and twenty-seven;
2. Mr Dirk Johan Dubbeling, residing at Segbroeklaan 240, 2565 DS The Hague, born in The Hague on the twenty-fifth of January, nineteen hundred and fifty-nine, unmarried and no partner in a registered partnership;
whose identity has been established by me, civil-law notary, on the basis of his driving licence (number 4626221501), issued by the municipality of The Hague, valid until the twentieth of May, two thousand and nineteen;

The persons appearing before me are also referred to in this deed as: “the Founders”.

The persons appearing declared the following:

- The Founders are establishing an Association by means of this deed
- The Articles of Association, provided below, are established by means of this deed.

CONSIDERING

The Association to be established by this deed shall carry on the legacy of the research network with the name: European Network for Housing Research, which was founded in the year nineteen hundred and eighty-eight in response to the need for more structured cooperation between interdisciplinary academics carrying out housing research in different countries, particularly in the European context.

ARTICLES OF ASSOCIATION

Article 1 – Name and registered office

1. The Association bears the name: European Network for Housing Research (acronym: ENHR).
2. The Association is located in the Municipality of Delft (The Netherlands).
3. The Association is a legal entity under Dutch law, to which the provisions of these Articles of Association, as well as the provisions of Part 2, Book 2 of the Dutch Civil Code, apply.

Article 2 – Purpose

1. The purpose of the Association is to organise all those who are involved in housing research in Europe, regardless of the institution at which they are employed, their specialist discipline or approach, to improve the academic quality and practical relevance of this kind of housing research in Europe, and to facilitate contacts, both within this academic community and between researchers and people in the professional field.
2. The Association is dedicated to the promotion and protection of freedom of thought, speech and research and embraces the United Nations’ Universal Declaration of Human Rights.

Article 3 – Membership

1. The following persons may be admitted as members of the Association:
 - individual researchers from Europe (hereinafter referred to as: "Individual Member" and "Individual Members"); and
 - academic research institutions located in Europe (hereinafter referred to as: "Institutional Member" and "Institutional Members");
 who endorse the purpose and the Articles of Association of the Association and who are willing to actually participate in the Association's activities.
 Where in these Articles of Association the terms "members", "member" or "membership" are used, the respective provisions shall apply to both Individual Members and Institutional Members. Membership is personal and may not be transferred.
2. Members are those who have submitted their membership registration to the Board (Coordination Committee) and have been admitted by the Board as members of the association. If a membership application is rejected by the Board, there is no possibility of appeal to the General Assembly.
3. When admitting Institutional Members, the Board shall decide the category – as referred to in Article 16.3 – to which they are to be assigned. Once a year, Institutional Members may submit a request to the Board for a review of the category to which they have been assigned.
4. The members pay an annual membership fee and possibly an additional contribution, the amount of which is determined by the General Assembly. The members may be divided into categories, with a different contribution payable in each category.
5. The secretary keeps a register of the names and addresses of all members. If a member has agreed to be notified of the convening of a General Assembly by means of electronic communication, the address disclosed by the member for this purpose shall be recorded in the members' register.

Article 4 – Associate members

1. The General Assembly has the right to decide on the admission of Associate Members in order to allow persons and legal entities (non-academic institutions, agencies, companies, housing organisations and individual researchers from outside Europe) who are not eligible for regular membership, to participate in the activities of the Association. Associate members do not qualify as members within the meaning of Part 2, Book 2 of the Dutch Civil Code and do not have the rights as mentioned in article 2:38 of the Dutch Civil Code.
 Associate members are bound by the Articles of Association and by the decisions of the Board and the General Assembly. They may attend the General Assembly, but they do not have the right to vote there and they cannot be appointed as members of the Board.
2. The provisions of these Articles of Association relating to the admission and expulsion of members and the cancellation of membership, and the consequences thereof, shall, as far as possible, also apply to associate members.
3. The financial contribution owed by associate members per Association year is determined by the General Assembly.
4. The secretary keeps a register of the names and addresses of all associate members. If an associate member has agreed to be notified of the convening of a General Assembly by means of electronic communication, the address disclosed by the member for this purpose shall be recorded in the members' register.

Article 5 – Termination of membership

1. Membership will end:
 - a. on the death of the member
 - b. if the member formally cancels the membership
 - c. if the Association formally cancels the membership
 - d. through disqualification from membership.
2. Cancellation of membership by the member can only take place at the end of a financial year, provided this takes place in writing, and is subject to a notice period of at least one month. Membership may be cancelled with immediate effect if the member cannot reasonably be expected to allow the membership to continue. The member is still obliged to pay the membership fee for the current year.
3. Cancellation of membership by the Association is effected by the Board, by means of a written notification to the member, stating the reason(s) for the cancellation. Membership may be cancelled:
 - if a member no longer satisfies the statutory requirements for membership; or
 - if a member – despite written reminders – fails to fulfil their obligations towards the Association; or
 - if the Association cannot reasonably be expected to allow the membership to continue.

The decision to cancel the membership shall also state the date on which membership shall cease.
4. Disqualification from membership is effected by the Board, by means of a written notification to the member, stating the reason(s) for disqualification. Disqualification is only possible if a member acts or has acted contrary to the Articles of Association, regulations or decisions of the Association, or unreasonably prejudices or has unreasonably prejudiced the Association. Disqualification takes place with immediate effect. The disqualified member is still obliged to pay the membership fee for the current year.

Article 6 – Governing Board and Executive Board

1. The Association is managed by a Governing Board and an Executive Board. The Governing Board and the Executive Board together form a body of the Association.
2. Where the term "Board" is used in these Articles of Association, the relevant provisions apply to both the Governing Board and the Executive Board. Where the term "Board member" is used in these Articles of Association, it refers to a Board member who is either a member of the Governing Board or a member of the Executive Board.

Article 7 – The Board: Composition and appointment

1. The Governing Board and the Executive Board of the Association consist of at least twelve and no more than seventeen natural persons in total.
2. The Executive Board of the Association consists of five natural persons, namely: the Chair, two Deputy Chairs, a secretary and a treasurer. The Board members appoint from among their number the members of the Executive Board. The duties of the Executive Board members are determined by the Governing Board.
3. The General Assembly appoints members of the Board. Board members are appointed from among the members of the Association and from among the officers of the Institutional Members.
4.
 - a. Board members are appointed for a maximum period of four years. They shall resign by rotation in accordance with a schedule to be drawn up by the Board.
 - b. The Board member appointed to fill an interim vacancy shall replace the person whose resignation in accordance with the schedule created the vacancy.

Article 8 – The Board: Termination of Board membership

1. Membership of the Board ends:
 - if the Board member resigns;
 - at the end of the period for which the Board member has been appointed;
 - in the event of the death of the Board member;
 - if the member is placed under a guardianship order or their assets and liabilities become subject to administration;
 - if the Board member is no longer a member of the Association;
 - if the Board member no longer meets the requirements as set out in article 7.3 in order to be appointed as Board member;
 - by dismissal of the member of the Board on the basis of a decision taken by the General Assembly;
 - if the Board member is declared bankrupt, if a debt management scheme for natural persons has been declared applicable to them, or if they are granted a moratorium.

Article 9 – The Board: Convening, meetings, decision-making

1. Each Board member has the right to convene a Board meeting.
2. Board meetings shall be convened in writing, with due observance of a period of at least fourteen days, not including the day on which the meeting is convened or the day on which the meeting is to be held, and stating the date, time of commencement and location of the meeting and the items to be discussed (agenda).
A Board member who has provided the Association with an email address for this purpose may be invited to the meetings of the Board by means of a legible and reproducible message sent electronically to that address.
3. Board meetings shall be held at a location to be determined by the person convening the meeting.
4. At Board meetings, each Board member has one vote. Decisions can be taken by the Board by an absolute majority of the votes cast, at a meeting at which more than half of the Board members are present.

Article 10 – The Board: Chairing meetings, decision-making outside the meeting

1. The Chair leads the meetings of the Board; in their absence, those in attendance appoint a Chair from among their number.
2. The Board may also make decisions in a manner other than at a meeting if all the members of the Board have declared in writing that they are in favour of the proposal.
A written declaration also includes a readable and reproducible message sent electronically to the email address that the Board has determined for this purpose and has made known to all the Board members.

Article 11 – The Board: Tasks and responsibilities

1. The Executive Board is responsible for the management of the Association, in so far as this task has not been entrusted to the Governing Board. In the performance of its duties, the Executive Board shall comply with the guidelines laid down for this purpose by the Governing Board.
2. The following tasks are entrusted to the Governing Board:
 - determining the broad policy outlines and providing guidelines to the Executive Board for the performance of its duties;
 - determining a policy plan.
3. The Governing Board is authorised to take decisions on agreements for the acquisition, disposal and encumbrance of registered property, and to enter into agreements under which the Association acts as guarantor or as joint and several debtor, warrants performance by a third party or provides surety for a debt of third

party. The Governing Board requires the approval of the General Assembly for decisions to enter into agreements as described above. These limitations to the powers of the Governing Board may be enforced against third parties.

Article 12 – Representation

1. The following are authorised to represent the Association:
 - the entire Board together; and
 - each member of the Executive Board.
2. The Board may decide to authorise one or more Board members and/or others, either together or separately, to represent the Association within the limits of that authorisation, on an ad hoc or continuous basis.

Article 13 – Reporting and accountability

1. The Association's financial year is the same as the calendar year.
2. Within six months of the end of the financial year, unless this is extended by the General Assembly, the Governing Board shall present at a General Assembly a management report on the state of affairs of the Association and on the policy pursued. It shall also present the profit and loss account, including an explanation, for approval by the General Assembly. These documents shall be signed by all Board members. If the signature of one or more Board members is missing, this shall be noted along with the reason.
If the Association maintains one or more businesses which are required by law to be registered in the Commercial Register, the profit and loss account must indicate the net turnover of these businesses.

3. The Governing Board shall submit the annual accounts to the General Assembly for approval.
Once the annual accounts have been approved by the General Assembly, a proposal will be made to grant discharge to the Governing Board in respect of the accounts and accountability it had drawn up for this purpose.

Article 14 – The General Assembly: Powers and annual meeting

1. Any powers in relation to the Association which are not granted to the Board by law or by these Articles of Association are assigned to the General Assembly.
2. A General Assembly (annual meeting) must be held every year, no later than six months after the end of the financial year.

Article 15 – The General Assembly: Convening notice

1. The General Assembly is convened by the Executive Board.
A number of members, who together are authorised to cast at least one-tenth of the votes, may submit a written request to the Board to convene a General Assembly within four weeks of the request being submitted. If, within fourteen days of receiving of that request, the Board has not convened a meeting, the persons requesting the meeting may convene the General Assembly themselves.
The requirement that the request referred to in the previous paragraph must be made in writing is also fulfilled if the request is submitted electronically.
2. The notice convening the General Assembly takes place by means of:
 - a publication in the Association organ; or
 - a convening notice sent to members at the address recorded in the register.
 The meeting may also be convened, subject to the consent of a member, by means of a legible and reproducible message sent electronically to the address provided by the member for this purpose.
3. The period for convening the General Assembly is at least fifteen days, excluding the date of convening and the date of the meeting.
4. In addition to the place, date and time of the meeting, the notice must include an agenda indicating the items to be discussed.

Article 16 – The General Assembly: Admission and voting rights

1. All non-suspended members of the Coordination Committee, all non-suspended members of the association and all associated members have access to the General Assembly. The Assembly may decide to admit other persons to (a part of) the General Assembly.
2. Every Individual Member has one vote.
3. With regard to voting rights, Institutional Members are divided into categories:
 - a Category I Institutional Member has five votes;
 - a Category II Institutional Member has ten votes;
 - a Category III Institutional Member has fifteen votes.
4. An Associate Member has no vote.
5. a. An Individual Member may give power of attorney to another Individual member to vote on his behalf.
b. Institutional Members may give power of attorney to one or more persons to cast one or more votes on their behalf.

These powers of attorney must be given in writing and submitted to the Board before the vote. The requirement of a written power of attorney is met if the power of attorney has been given electronically.

Article 17 – The General Assembly: Decision-making

1. Unless otherwise provided in these Articles of Association, a decision shall be taken by an absolute majority of the votes cast by the members present and represented at the meeting, irrespective of their number.
2. A unanimous decision by all members, even if they are not present at a meeting, has the same force as a decision by the General Assembly, provided it is made with the prior knowledge of the Board.
3. As long as all members are present or represented at a meeting, valid decisions may be taken, provided this is done unanimously, on all subjects to be discussed, even if the subject was not announced or was not announced in the prescribed manner in the notice convening the meeting, or if the notice convening the meeting did not take place in a legally valid manner.

Article 18 – Amendment to the Articles of Association

1. The Articles of Association can be amended by a decision of the General Assembly. If a proposal to amend the Articles of Association is to be submitted to the General Assembly, this must always be stated in the notice convening the General Assembly.
2. Those who have convened the General Assembly to consider a proposal to amend the Articles of Association must make an exact copy of that proposal, in which the proposed alteration is included verbatim, available for inspection by the members at a place suitable for that purpose, at least five days before the meeting. This copy must be made available for inspection until the end of the day on which the meeting is held.
3. A decision to amend the Articles of Association must be taken by a majority of at least two-thirds of the votes cast.
4. An amendment to the Articles of Association takes effect immediately after it has been recorded in a notarial deed. Each Board member is authorised to have an amendment to the Articles of Association laid down in a notarial deed.
A certified copy of the amendment deed and the full amended text of the Articles of Association must be filed in the Commercial Register.

Article 19 – Merger, division, conversion

The provisions of the previous article shall, as far as possible, apply mutatis mutandis to a decision by the General Assembly to effect a merger or split within the meaning of Part 7, Book 2 of the Dutch Civil Code and to a decision by the General Assembly to convert

the Association into another legal form in accordance with Article 2:18 of the Dutch Civil Code, notwithstanding the requirements of the law.

Article 20 – Dissolution

1. The Association may be dissolved by a decision of the General Assembly, taken by a majority of at least three-quarters of the votes cast. The provisions of these Articles of Association concerning a decision to amend the Articles of Association shall also apply mutatis mutandis to a decision to dissolve the Association.

In the event of a decision to dissolve the Association, the destination of liquidation surplus must be specified.

If at the time of its dissolution the Association no longer has any assets, it shall cease to exist. In that case, the Board shall report this to the office of the Commercial Register.

The books and documents of the dissolved Association shall be kept by the person designated for that task by the Board in its decision to dissolve the Association for a period of seven years after the Association has ceased to exist. Within eight days after their duties as custodian commence, this person is required to file their name and address with the office of the Commercial Register.

2. The Association is also dissolved:
 - by insolvency, if the Association is declared bankrupt or if the bankruptcy is ended because of the condition of the assets and liabilities;
 - by a court ruling to that effect in situations specified by law.

Article 21 – Liquidation

1. The Executive Board is responsible for the liquidation of the Association's assets, insofar as no other liquidator(s) has/have been appointed in the decision to dissolve the Association.
2. Following the decision to dissolve the Association, it is put into liquidation. The Association will continue to exist after its dissolution, inasmuch as this is necessary for the liquidation of its assets. The provisions of the Articles of Association will remain in force to the extent possible and necessary during the liquidation. In documents and announcements issued by the Association, its name must be followed by 'in liquidation'.
3. The surplus remaining after financial settlement shall be allocated to a destination which, as far as possible, is in accordance with the purpose of the Association. This destination shall be determined in the decision to dissolve or, failing that, by the liquidator(s). Liquidation ends when all known income has been collected by the liquidators. In the event of liquidation, the Association shall cease to exist on the date on which liquidation ends. The liquidators shall report this to the office of the Commercial Register.

Article 22 – Regulations

1. The General Assembly may adopt regulations.
2. Regulations may include specific provisions concerning membership and associate membership, the introduction of new members, membership fees and contributions, the activities of the Board, working groups or committees, and meetings. Regulations may not contain provisions that contravene the law or the Articles of Association, nor may they contain provisions that should be laid down in the Articles of Association.

FINAL DECLARATIONS

The persons appearing made the following final declarations:

First Board

The Founders have set the initial number of Board members at two, and the following persons are appointed as members of the First Board:

1. Mr Petrus Johan Boelhouwer, aforementioned; and
2. Mr Dirk Johan Dubbeling, aforementioned.

Board members are appointed for a period of four years. The Board is responsible for ensuring that the Board of the Association complies, as soon as possible, with the provisions stipulated in the Articles of Association concerning the Board of the Association, insofar as the First Board does not comply with these provisions. Until such time as the Board consists of the prescribed number of Board members, the Board members in office at that time shall nevertheless be authorised to exercise the Board's powers.

Entry in the Commercial Register

The Board is responsible for the prompt first registration of the Association in the Commercial Register, in part so as to prevent Board members from being personally liable for the obligations of the Association in the absence of such registration.

First financial year

The first financial year of the Association will end on the thirty-first of December, two thousand and nineteen.

Address

The address of the Association is: Julianalaan 134, 2628 BL Delft, The Netherlands.

Choice of address

In all matters relating to this deed, the Founders have decided that the address for service shall be the office of the notary, the custodian of this deed.

FINAL PROVISIONS

IN WITNESS WHEREOF this deed was executed in Delft on the date stated at the beginning of this deed. The persons appearing are known to me, civil-law notary. The substance of the deed has been stated and explained to the persons appearing. The persons appearing declared that they had understood and agreed to the substance of this deed. Thereafter, a limited reading was given by me, civil-law notary, and immediately after, the deed was signed by the persons appearing and by me, the civil-law notary.