

# **"International Society "European Society for Bonding Psychotherapy" (ESBP)**

## FORMATION

### ARTICLES OF ASSOCIATION

On 23 March 2000 the following persons have assembled in a meeting in Toscolano-Maderno (Italy) in order to found an International Society:

1. Martien Kooyman, Psychiatrist, Hoyledeasingel 10, 3054 HW Rotterdam, the Netherlands
2. Johan Maertens, Psychologist, Damse Vaart West 10 A, 8340 Damme, Belgium
3. Carlo Kreiner, Psychiatrist, Via Tasso 6, 25088 Toscolano-Maderno, Italy
4. Domingos Neto, Psychiatrist, Rua Sargenta José Paulo dos Santos 25, 1800-330 Lisboa, Portugal

of which the Articles of Association read as follows.

#### I. NAME, REGISTERED OFFICE, OBJECTIVE

##### Article 1: Name

By this an International Society with an educational purpose is founded. The Society is named: "European Society for Bonding Psychotherapy" (ESBP) and comes under the statute of the Belgian law of 25 October 1919 on the International Societies.

##### Article 2: Registered Office

The Society is domiciled at Damse Vaart West 10 A, 8340 Damme, Belgium. This registered office can be moved to any other place in Belgium by decision of the Board of Directors; within one month after the decision to that effect is taken, it should be published in the Belgian Statute Book.

##### Article 3: Objective

The ESBP is a non-profit society with the following objectives:

1. the research into Bonding Psychotherapy and its scientific foundation;
2. the publication of clinical and other data with regard to Bonding Psychotherapy;
3. the advancement of the interchange of new ideas and developments with regard to Bonding Psychotherapy in particular and psychotherapy in general;
4. the application of the principles of Bonding Psychotherapy in other than psychotherapeutic fields.

Apart from that, the Society can engage in, organise or co-organise all kinds of activities that are directly or indirectly related with its social objective or the realisation of this objective, in any which way, including - in accordance with the law of 1919 - through acquiring, transferring, renting or letting out movable and immovable property.

It can take part in other societies that share its objective. It can realise this objective both at home and abroad.

## II. MEMBERSHIP

### Article 4: Membership

Members of the Society can be natural persons as well as corporate bodies founded legally in accordance with the legislation of their country of origin.

There are three membership categories:

1. active members: they are the founders that are appearing here today and other natural persons or corporate bodies that have been accepted as such by the Board of Directors; they enjoy the full right to vote at the General Assembly; they pay a membership fee;
2. non-active members: they are non-voting members; they do not have to pay a membership fee;
3. honorary members: this title is reserved for a member who has made a very valuable contribution to the Society's objective; this membership is lifelong and free of membership fee; the honorary member has a right to vote at the General Assembly.

The Board of Directors decides autonomously and with a simple majority of votes, as described in Article 18, on the acceptance and qualification of members. Honorary members however are elected with a two-thirds majority.

Apart from that, the Board of Directors can assign special titles autonomously on conditions that it lays down autonomously.

The Board of Directors fixes the annual contribution per category.

### Article 5: Resignation

All members can resign from membership, after having fulfilled all their obligations towards the Society, by means of a written notification of this intention to the Board. Resigned Members and their legal successors cannot assert any rights to the Society's capital.

### Article 6: Dismissal and Exclusion

A Member can be dismissed for a certain period or excluded once and for all for certain good reasons, such as the violation of the Society's Articles of Association, its Rules and Regulations or its quality standards, or for behaviour that is incompatible with the Society's interests. Members are dismissed or excluded by the Board of Directors with a two-thirds majority of votes. However, the dismissal or exclusion must be ratified by the next General Assembly, at which the person in question has the right to be heard. Dismissed and excluded members and their legal successors cannot assert any rights to the Society's capital.

### Article 7: Fees

#### 7.1. Annual Fees

The Board of Directors fixes the amount of the annual fees to be paid to the Society by the Members. The Board of Directors can make certain distinctions within one and the same category and fix different fees.

## 7.2. Payment of Fees

The membership fees are payable in advance on the 30 April of each fiscal year. The fees of a new Member are not prorated, except that a person who is admitted for membership after the first day of July of any year, will only have to pay half the annual membership fee for that fiscal year.

## 7.3. Default of Payment and Termination of Membership

If a Member fails to pay his fees for a period of one whole year, he can be expelled from membership by the Board of Directors without notification nor further ceremony.

### III. GENERAL ASSEMBLY

#### Article 8: Composition

The Society's General Assembly is composed of all voting Members. Corporate bodies must be represented in accordance with the legislation of their country of origin.

#### Article 9: Powers

All powers that do not rest with the Board of Directors by law or by virtue of the Articles of Association, rest with the Society's General Assembly. Exclusive powers of the General Assembly are: the approval of the budget and the accounts, the appointment and dismissal of Directors, the amendment of the Articles of Association and the Society's dissolution.

Minutes are drawn up of all meetings. The minutes are kept in a register.

#### Article 10: Annual Meetings

An annual meeting will be held every year at the time and place fixed by the Board of Directors. The procedure of notification is laid down in the Society's Rules and Regulations by the Board of Directors.

#### Article 11: Extraordinary Meetings

Extraordinary meetings can be convened by the Board of Directors or by the President as they see fit. The Board of Directors must also convene an extraordinary meeting on a specific subject at the written request (with mention of the specific subject) of a least thirty percent (30 %) of the Members. At an extraordinary General Meeting, no other matters will be dealt with than those mentioned in the invitation for the meeting.

#### Article 12: Waiver

In defiance of the stipulations of the preceding articles, a general meeting of the Society can be held at any time and place inside or outside the State of Belgium - but not outside Europe - at which all matters can be dealt with, on condition that, at this meeting, all voting Members waive their specific rights, as laid down in the procedure of notification, in writing.

#### Article 13: Quorum

In order that the meeting can take action, the presence in person or by proxy of a simple majority (fifty per cent plus one) of the voting Members is required.

Unless otherwise provided, the Meeting decides with a simple majority of votes (fifty per cent plus one).

#### Article 14: Proxies

Every Member with a right to vote at the General Assembly can vote by proxy at any of the Society's General Assemblies. The proxy must be in writing and revocable on the discretion of the Member granting it. Unless the duration of the proxy is specified explicitly in the letter of attorney, it expires 11 (eleven) months after its date of issue. One Member can never hold more than 5 (five) proxies.

### IV. DIRECTION

#### Article 15: Number of Directors and their Election

The Directors are elected by the General Assembly for a period of 4 (four) years. There are at least three Directors, who are eligible for re-election for an unlimited number of times. Together, the Directors form the Board of Directors.

#### Article 16: Competence of the Board of Directors

The Board of Directors possesses all powers to manage the Society, without prejudice to the exclusive powers of the General Assembly. The Board will draw up the Society's Rules and Regulations in which all the Society's affairs are dealt with, on the understanding that the stipulations of these Rules and Regulations must not be incompatible with the Society's Articles of Association nor with the law referred to in Article 1.

It is the Board which decides to stand in court. In the further procedure the ESBP is represented by its President.

The Board of Directors has the power to represent the Society out of court and to enter into agreements; all that is needed for the execution of these decisions, is that the President signs the documents.

#### Article 17: Meetings

The Board of Directors will hold regular meetings at the times and places it thinks fit. Minutes are drawn up of all meetings. These minutes are signed by at least two Directors.

#### Article 18: Quorum

The Board of Directors decides by double normal majority, i.e. in the presence of a simple majority (fifty per cent plus one) and with a simple majority of votes (fifty per cent plus one) of the voting members that are present or represented. Only written proxies are valid. A Director can never hold more than 2 (two) proxies.

#### Article 19: Taking Action without Holding a Meeting

Any matter that can be dealt with by the Board of Directors, can be dealt with without holding a meeting on condition that all the Members of the Board agree in writing with the adoption of a document that lays down the settlement of this matter. This document and the written approval must be added to the minutes of the next meeting of the Board, at which the decision taken in this way must be ratified definitely.

The Directors can participate in a meeting of the Board by means of a conference telephone or a similar means of communication which allows all participants of communicating at the same time. A Director participating in this way will be considered present for the calculation of the quorum, just like a Member of the Board of Directors who participates by proxy.

#### Article 20: Vacancies

When any vacancy occurs within the Board of Directors for any reason whatsoever, it will be filled without delay at the next meeting of the Board, after the vacancy has been ascertained. Persons who are elected in this way will remain in office until the next General Assembly that allows of the election of Directors, c.q. at which the election is ratified.

#### Article 21: Removal of Directors

All Directors can be removed from their office at any time, with statement of reason, by a decision of the General Assembly.

#### Article 22: The Office

The Society's Office is composed of the President, the Vice-President, the Secretary and the Treasurer. The Office is not a body with separate powers, but indicates the special functions for the efficient advancement of activities. The respective duties of the Office are laid down in the Society's Rules and Regulations.

The Board of Directors will elect the Office Members among themselves at each first meeting that follows any change in its composition. The Members of the Office are elected for a term of four years or until their successors are duly elected and appointed.

The Office can appoint a Managing Director.

All Office Members can be removed from office at any time with a two-thirds majority of votes of the Members of the Board of Directors, at a special meeting convened to that end.

All vacancies for any office will be filled by the Board of Directors without delay at its next meeting.

The Office Members will receive an allowance for expenses of which the amount is laid down in the Society's Rules and Regulations.

### V. COMMITTEES

#### Article 23:

The Board of Directors can set up committees, lay down the conditions for their composition and assign powers to these committees.

This is done through the Society's Rules and Regulations.

### VI. INSTITUTES

#### Article 24 :

The Board of Directors can set up a Training Institute and lay down its entire organisation.

This is done through the Society's Rules and Regulations.

## VII. AMENDMENT OF THE ARTICLES OF ASSOCIATION - DISSOLUTION

### Article 25: Amendment

These Articles of Association can be amended, repealed or altered in whole or in part with a two-thirds majority of votes and a two-thirds attendance requirement at a special General Meeting of its Members convened to that end. If this attendance requirement is not fulfilled at the first meeting, a second meeting is convened in the same way, at which a decision can be taken in any case with a two-thirds majority of votes, irrespective of the number of people present. The procedure of notification is laid down in the Society's Rules and Regulations.

These amendments only become effective after their approval by Royal Decree and after all publication requirements - as laid down in the law of 25 October 1919 - have been fulfilled.

### Article 26: Dissolution

The Society can be dissolved with a two-thirds majority of votes and a two-thirds attendance requirement at a special General Meeting of its Members convened to that end. If this attendance requirement is not fulfilled at the first meeting, a second meeting is convened in the same way at which a decision can be taken in any case with a two-thirds majority of votes, irrespective of the number of people present. The procedure of notification is laid down in the Society's Rules and Regulations.

The same General Meeting must appoint the liquidators, their assignment, their powers and their compensation.

## VIII. BUDGET AND ACCOUNTS

### Article 27: Financial Year

The Society's financial year starts on the first day of January and ends on the thirty-first day of December. The first financial year starts on the date of formation and ends on the 31 December 2001.

## IX. SUNDRIES

### Article 28: SUPPLEMENTARY LAW

For all matters not provided for by these Articles of Association, the above-mentioned law of 1919 is applicable.

Drawn up in Toscolano-Moderno, Italy, on 23 March 2000,

Follow the signatures.

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