

**Section** Copy to be published in the annexes to the Belgian Official Journal after filing the deed with the court clerk

\*08133528\*

[Stamp: BELGIAN OFFICIAL JOURNAL, MANAGEMENT  
05/08/2008]

[Stamp: FILED WITH THE  
REGISTRY OF THE COMMERCIAL  
COURT OF BRUGES ON  
25/07/2008]

Company number: **0899608484**

**Name**

(in full): INTERNATIONALE VERENIGING VOOR BONDING PSYCHOTHERAPIE

(abbreviated): IVBP

Legal form: INTERNATIONAL NON-PROFIT ORGANISATION (IVZW)

Seat: DAMSE VAART WEST 10 – 8340 DAMME

**Subject of the deed: FORMATION**

In the year TWO THOUSAND AND EIGHT

On Fifteen July,

THERE APPEARED before Us, Master Bernard VANDERPLAETSEN, associate civil-law notary practising at Lovendegem

- 1) Mr Martien KOOYMAN, psychiatrist, born in Schiedam (the Netherlands) on 14 June 1938, identity card number NK-1986296, of Netherlands nationality, who lives at Hoyledesingel 10, 3054 HW Rotterdam (the Netherlands).
- 2) Mr Johan MAERTENS, psychologist, born in Bruges on 28 August 1951, identity card number 590-3015562-52, national insurance card number 51082817911, of Belgian nationality, who lives at Damse Vaart West 10, 8340 Damme (Belgium).
- 3) Mr Carlo KREINER, psychiatrist, born in Gardone Riviera (Italy) on 27 February 1942, identity card number AB 9253286, of Italian nationality, who lives at Via Tasso 6, 25088 Toscolano-Maderno (Italy).
- 4) Mr Domingos NETO psychiatrist, born in S. Bartolomeu de Messines-Silves (Portugal) on 07 July 1948, identity card number 136121, of Portuguese nationality, who lives at Rua Sargenta José Paulo dos Santos 25, 1800-330 Lisboa (Portugal).

Mr Martien Kooyman, Mr Carlo Kreiner and Mr Domingos Neto, all aforementioned, are represented here by Mr Johan Maertens, aforementioned, in accordance with a private power of attorney dated 24 May 2008, which shall remain attached to this document.

Who asked us, the undersigned civil-law notary, to record the formation and the charter of the international non-profit organisation named below in an original deed.

## **CHARTER**

### **TITLE 1: NAME, SEAT, OBJECT, DURATION**

#### **Article 1. Name**

An international non-profit organisation (IVZW) is hereby formed.

The society bears the name “International Vereniging voor Bonding Psychotherapie (IVBP)” and is governed by the statute of the Belgian law of 25 October 1919 concerning international organisations, amended by the law of 2 May 2002 concerning non-profit organisations, international non-profit organisations and foundations.

#### **Article 2. Seat**

The society’s seat is at Damse Vaart West 10, 8340 Damme (Belgium).

The seat may be transferred to any other place in Belgium by a decision of the Board; the decision must be published in the Belgian Official Journal within a month of being taken.

#### **Article 3. Object**

The society’s object is to organise and monitor, at global level, bonding psychotherapy.

To this end, the society aims to carry out the following activities:

The definition and description of:

the method;

the criteria for recognition of the Teaching Fellow (TF);

the training programmes;

the institutes;

the ethics appeal procedure;

The coordination of:

the research;

the website;

c. de ‘Newsletter’;

3. the recognition of and subsequent control of:

a. the training institutes;

b. the societies for bonding psychotherapy.

In addition the society may develop, organise or help to organise any activity that is directly or indirectly connected with or achieves its object in any way including acquiring, disposing of, renting or letting real estate, all within the aforementioned applicable laws.

It may participate in other societies with a similar object.

It may achieve its object both in Belgium and abroad.

#### **Article 4. Duration**

The society is formed for an unlimited period of time.

## **TITLE II: MEMBERSHIP**

### **Article 5. Membership**

The society's members are both physical persons and legal persons who are legal founded in their country of origin.

The members of the following societies are automatically members of the society:

- The international society under Belgian law 'Europese Vereniging voor Bondingpsychotherapie (EVBP', with its seat at Damse Vaart West 10, 8340 Damme, whose deed of formation was published in the annex to the Belgian Official Journal on 01 February 2001 (001822), with organisation number 18222001;
- The 'American Society for Bonding Psychotherapy (ASBP)', formerly known as ASNIP, official recognised on 18 April 1978 by the County of Broome (state of New York).

With the simple majority stated in article 18, the Board decides autonomously about accepting other members and about their qualifications.

The Board can furthermore autonomously award special titles; the Board shall compile the applicable conditions autonomously.

The Board shall determine the annual contribution per category.

### **Article 6. Termination**

Any member can, after fulfilling all their obligations vis-à-vis the society, terminate their membership by means of sending written notification of their intention to the Board.

Former members and their legal successors cannot lay claim to the society's assets.

### **Article 7. Suspension and retraction of membership**

A member can be suspended for a certain period of time or have their membership retracted definitely if there is a serious reason to do so, for example violation of the society's charter, internal regulations or its quality standards or conduct that runs counter to the interests of the society.

Suspension or retraction of membership shall be decided upon by the Board with a two-thirds majority of the votes. However, any suspension or retraction of membership shall first be ratified by the next General Meeting at which the person in question has the right to be heard.

Members who are suspended or who have their membership retracted cannot lay claim to the society's assets.

### **Article 8. Contributions**

**7.1. Annual contributions** [7.1 = *Not an error in the translation but numbered like this in the original*]

The Board shall determine the amount of the annual contributions that the members owe the society. The Board may make distinctions and determine differing contributions within one and the same category of members.

**7.2. Payment of contributions** [7.2 = *Not an error in the translation but numbered like this in the original*]

Contributions are payable in advance no later than Thirty April of each financial year. The contributions of new members shall not be calculated proportionally, except that a person who is accepted as a member after the first day of July on any year shall only have to pay half the contribution for that financial year.

**7.3. Non-payment and termination of membership** [7.3 = *Not an error in the translation but numbered like this in the original*]

If a member fails to pay their contributions for a period of one year, that member can be suspended by the Board without prior notification and without further formalities.

**TITLE III: GENERAL MEETING**

**Article 8. Composition**

The General Meeting of the society is composed of all the members entitled to vote. If they are legal persons, then they shall be represented in accordance with their country of origin.

**Article 9. Powers**

The General Meeting has all the powers that the law and the charter do not award to the Board.

Exclusive powers of the General Meeting are: the approval of the budget and the accounts, the appointment and dismissal of Board members, amending the charter and the dissolution of the society.

Minutes are drawn up of each meeting and kept in a register. The members can view this register. The procedure for doing so is recorded in the internal regulations.

**Article 10. Annual Meetings**

A General Meeting is held every year. The Board shall determine the place and time. The convocation procedure is recorded in the internal regulations by the Board.

Any matter that can be dealt with by the General Meeting can be dealt with without a meeting being held on condition that all the members agree in writing to the acceptance of a document that records the settlement of the matter. The document and written permission shall be added to the minutes of the next General Meeting, at which the final ratification required shall occur of the decision taken in this way.

**Article 11. Extraordinary General Meetings**

Extraordinary General Meetings can be convened by the Board or by the President at their own discretion. At the written request of at least thirty (30) percent of the members, the Board also has to convene an Extraordinary General Meeting to deliberate about the subject named in the request. No other matters can be handled at an Extraordinary General Meeting than the one named in the convocation for the meeting.

### **Article 12. Waiver**

Despite the provisions of the previous articles, a General Meeting of the society may be held at any time and in any place inside or outside the territory of Belgium, and these meetings can discuss any matters, on condition that at the meeting all the members entitled to vote waive their specific rights from the convocation procedure in writing.

### **Article 13. Quorum**

A simple majority (half plus one) of the members entitled to vote must be present in person or by proxy at a meeting for votes to be held validly.

Unless expressly stated to the contrary, the meeting shall decide with a simple majority (half plus one) of the votes.

### **Article 14. Proxies**

Each member of the General Meeting entitled to vote may, at any meeting of that body, vote by proxy. It must be a written power of attorney that can be revoked by the principal at his discretion. Unless the validity of the proxy is specifically stated in the power of attorney, the proxy shall lapse no later than 11 (eleven) months after the date on which it was issued.

One member can never hold more than 5 (five) proxies.

## **TITLE IV: BOARD**

### **Article 15. Number of Board members and their election**

The Board members are appointed by the General Meeting for a period of 4 (four) years. There are at least three Board members. They can be re-elected without limit.

Together, the Board members form the Board.

### **Article 16. Powers of the Board**

The Board has full powers to manage the society, without prejudice to the exclusive powers of the General Meeting.

The Board shall draw up internal regulations that regulates all the society's affairs on the understanding that the terms of these regulations may not conflict with the society's charter or the laws referred to in article 1.

It is the Board that decides to take legal action. In the further proceedings the IVBP shall be represented by its President.

It is the Board that has the power of representation out of court and to take on obligations; in execution of these decisions it suffices that the society's President signs the documents.

### **Article 17. Meetings**

The Board shall regularly hold meetings at the times and places determined by the Board itself.

Minutes shall be made of all the meetings; they will be signed by at least two Board members.

### **Article 18. Quorum**

Unless expressly stated to the contrary, the Board votes with a double simple majority: this is the simple presence of the majority (half plus one) and simple majority of the votes present or represented (half plus one).

Only written powers of attorney are valid. A Board member can never hold more than 2 (two) proxies.

### **Article 19. Handling matters without a meeting**

Any matter that may be handled by the Board may be handled without a meeting on condition that all the Board members agree in writing to the acceptance of a document that records the settlement of the matter. The document and written permission shall be added to the minutes of the next Board Meeting, at which the final ratification required shall occur of the decision taken in this way.

The Board members may participate in a meeting of the Board with the aid of a conference line or any other electronic means of communication with which all the participants can communicate at the same time. A Board member who participates in this way shall, just like a Board member who participates by proxy, be deemed present for the calculation of the quorum.

### **Article 20. Vacancies**

If a place becomes available on the Board for any reason whatsoever, then this vacancy must be filled without delay at the next meeting of the Board after determining the vacancy. Persons who are elected in this way remain in function until the next meeting of the General Meeting at which the Board members can be elected or at which the election can be ratified.

### **Article 21. Dismissal of Board members**

Any Board member may be discharged at any time by a decision of the General Meeting stating the reasons why.

### **Article 22. The Executive**

The society's Executive consists of the President, Vice-President, Secretary and treasurer. The Executive is not a body with separate powers, but indicates the special functions that enable the society's work to be carried out efficiently. The Executive's duties are recorded in the internal regulations.

The Board elects the members of the Executive from amongst its own members on the first meeting after each change in the composition of the Board. The members of the Executive are elected for a term of four years or until their successors have been properly elected and appointed.

The Executive can appoint an executive Board member.

All the members of the Executive can at any time be dismissed with a two-thirds majority of the votes of the Board, at a special meeting of that Board convened for that purpose.

All vacancies must be filled without delay by the Board at the next meeting.

The members of the Executive can receive an allowance for expenses, the size of which will be determined by the Board in the internal regulations.

## **TITLE V: COMMITTEES**

### **Article 23.**

The Board can appoint committees and determine the conditions for their composition and their respective powers.

This occurs in the internal regulations.

## **TITLE VI: AMENDMENT OF THE CHARTER, DISSOLUTION**

### **Article 24. Amendment**

This charter can be amended in part or in full, revoked or changed with a two-thirds majority of the votes with a two-thirds attendance requirement at an Extraordinary General Meeting convened for this purpose. If the attendance requirement is not fulfilled at the first meeting, then a second meeting is convened in the same way that in any case can decide with a two-thirds majority, regardless of the number of people present.

The internal regulations determine the convocation procedure.

These amendments only take force after approval by a Royal Decree and when the publication requirements stipulated by the laws named in article 1 have been fulfilled.

### **Article 25. Dissolution**

The society can be dissolved with a two-thirds majority of the votes with a two-thirds attendance requirement at an Extraordinary General Meeting convened for this purpose. If the attendance requirement is not fulfilled at the first meeting, then a second meeting is convened in the same way that in any case can decide with a two-thirds majority, regardless of the number of people present.

The internal regulations determine the convocation procedure.

During the same General Meeting, the liquidators must be appointed and their task, their powers and their remuneration be determined.

In case of dissolution of the society, the General Meeting shall determine at its last meeting what to do with the society's funds. However, the funds must always be used for an altruistic purpose.

## **TITLE VII: BUDGET AND ACCOUNTS**

### **Article 26. Financial year**

The society's financial year starts on the first day of January and ends on the 31<sup>st</sup> day of December. The first financial year starts on the formation date and ends on 31 December 2008.

## **TITLE VIII: MISCELLANEOUS**

### **Article 27. Permissive law**

The laws named in article 1 apply for everything that is not stipulated in this charter.

## **Article 28. Notarial confirmation**

The undersigned civil-law Notary confirms, after investigation, that the provisions of Titles III, IV and V of the law concerning non-profit organisations, international non-profit organisations and foundations have been observed.

### **TITLE IV: TRANSITIONAL PROVISIONS**

#### Acquisition of legal personality

In application of article 2, paragraph 4 of the Companies Code, the company shall acquire legal personality on the day that the publication of this deed of formation is filed with the clerk of the authorised commercial court in accordance with article 68 of the Companies Code.

The founders unanimously decide as follows:

#### Start and end of the first financial year

The first financial year runs from the filing of the extract of the deed of formation with the court clerk until 31 December 2008.

#### First Annual Meeting

The first Annual Meeting will be held in the year 2008.

#### Appointments

The following are appointed as the first Board members:

1. Martien Kooyman
2. Johan Maertens
3. Carlo Kreiner
4. Domingos Neto
  - as President: Johan Maertens
  - as Vice-President: Carlo Kreiner
  - as Secretary: Martien Kooymans
  - as Treasurer: Domingos Neto.

### **TESTIMONIAL**

The executing civil-law notary confirms:

- a) that the identity of the natural persons was proven to him by the aforementioned identity cards that are admissible as evidence thereof;
- b) that to comply with the obligations imposed by the Mortgage Act, and after verifying extracts from the registers of births, deaths and marriages, the first name, surname, date and place of birth of the natural persons corresponds with that stated here.

### **DOCUMENT FEE**

The undersigned civil-law notary acknowledges receipt of payment of ninety-five Euros (€95) by way of a document fee, for which a receipt was issued.

## **FINAL STIPULATIONS**

The persons appearing acknowledge that the civil-law notary has informed them of the special obligations imposed on the notary by article 9, paragraph 1, sections 2 and 3 of the Organic Notaryship Act and has explained that if a civil-law notary observes manifest conflicting interests or the presence of clearly imbalanced provisions, he must draw parties' attention to this and must inform them that each party has a free choice of appointing another civil-law notary or to be assisted by an adviser. The notary must also inform each party fully of the rights, obligations and costs that ensue from the legal acts in which they are involved and he must provide impartial advice to all the parties.

The persons appearing then declared that in their opinion, there are no manifest conflicts of interests here and they feel all the provisions in this deed are balanced and accept them.

The persons appearing also confirm that the civil-law notary has properly informed them of the rights, obligations and costs ensuing from this deed and has given them impartial advice.

### **OF WHICH A DEED: is executed for studying**

After being fully read out and explained, parties, together with me the civil-law notary, signed it.

TRUE COPY. Signed by civil-law notary Bernard Vanderplaetsen. Hereby filed: the deed of formation and the power of attorney.