



VAN DOORNE N.V.

**UNOFFICIAL TRANSLATION OF THE
CONTINUOUS TEXT OF THE ARTICLES OF ASSOCIATION OF**

Internationale Vereniging voor Belastingrecht,
having its registered seat in: Rotterdam (the Netherlands).

The undersigned:

Arnout Christiaan Stroeve, civil-law notary, practising in Amsterdam (the Netherlands):

declares:

that an unofficial English translation of the continuous text of the Articles of Association of **Internationale Vereniging voor Belastingrecht**, having its registered office in Rotterdam (the Netherlands), dated 25 March 2021, reads to the best of my knowledge in conformity with the document attached to this declaration. The Articles of Association were lastly amended by notarial deed, executed before me, civil-law notary, on 25 March 2021.

In the attached document an attempt has been made to be as literal as possible without jeopardizing the overall continuity.

Inevitably, differences may occur in translation, and if so, the Dutch text will by law govern.

Signed in Amsterdam (the Netherlands) on 25 March 2021.



VAN DOORNE N.V.

AS/SD/60018822

In this translation an attempt has been made to be as literal as possible without jeopardising the overall continuity. Inevitably, differences may occur in translation, and if so, the Dutch text will by law govern.

AMENDMENT TO THE ARTICLES OF ASSOCIATION OF INTERNATIONALE VERENIGING VOOR BELASTINGRECHT

Today, the twenty-fifth day of March two thousand and twenty-one, appears before me, Arnout Christiaan Stroeve, civil-law notary practising in Amsterdam:

Maarten Alexander Christiaan Appels, born in Utrecht on the fourth day of May nineteen hundred eighty-three, with office address at Jachthavenweg 121, 1081 KM Amsterdam.

The appearer declares that:

- the general meeting of members of Internationale Vereniging voor Belastingrecht, an association with full legal capacity incorporated under the laws of the Netherlands, having its registered seat in Rotterdam and its business office at Beursplein 37, 3011 AA Rotterdam, registered with the trade register of the Chambers of Commerce under number 40407049 (the "**Association**"), has resolved on the third day of March two thousand and twenty-one to (i) amend the articles of association of the Association as stated hereinafter and (ii) authorise the appearer to execute this deed, which resolutions appear from the minutes of the general meeting of members attached to this deed as Annex;
- the articles of association of the Association were established by deed of amendment, executed on the twelfth day of November two thousand and eighteen, by B.C. Cornelisse, civil-law notary, practising in Rotterdam.

In order to carry out the (legal) acts contemplated in the minutes of the general meeting of members, the appearer, acting in the aforementioned capacity, declares to amend the articles of association of the Association as follows:

CHAPTER 1. DEFINITIONS

Article 1. Definitions

In these Articles of Association, the following terms will have the following meaning, unless indicated otherwise:

- a. the "**Articles of Association**": these Articles of Association as amended from time to time;
- b. the "**Association**": the Internationale Vereniging voor Belastingrecht (International Fiscal Association), the organisation of which is laid down in the Articles of Association;
- c. a "**Body**": a Body of the Association as referred to in Article 11;

- d. a "**Branch**": a Branch of the Association as referred to in Article 34;
- e. the "**Chair**": the Chair of the Supervisory Board as referred to in Article 16.3 a., the Chair of the Permanent Scientific Committee as referred to in Article 28.1 a. or the Chair of a Region as referred to in Article 32.3, depending on the context;
- f. the "**Executive Board**": the Executive Board of the Association as referred to in Article 20;
- g. the "**General Assembly**": the General Assembly of the Association as referred to in Article 12;
- h. the "**General Secretariat**": the permanent staff and offices of the Association led by the Secretary General;
- i. the "**General Treasurer**": the Treasurer of the Association as referred to in Article 20.1 d.;
- j. an "**Honorary Member**": an Honorary Member of the Association as referred to in Article 10;
- k. "**in writing**": unless provided otherwise by law or by the Articles of Association, a message that is conveyed by letter, e-mail or any other electronic means of communication, provided the message is legible and reproducible;
- l. a "**Member**": a Member of the Association as referred to in Article 6, including an Honorary Member;
- m. the "**Nominations Committee**": the Nominations Committee of the Association as referred to in Article 24;
- n. the "**Permanent Scientific Committee**": the Permanent Scientific Committee of the Association as referred to in Article 28;
- o. the "**President**": the President of the Association as referred to in Article 20.1 a.;
- p. a "**Region**": a Region of the Association as referred to in Article 32;
- q. the "**Secretary General**": the Secretary General of the Association as referred to in Article 20.1 c.;
- r. a "**Special Committee**": a Special Committee of the Association as referred to in Article 36;
- s. the "**Supervisory Board**": the Supervisory Board of the Association as referred to in Article 16;
- t. a "**Vice-Chair**": the Vice-Chair of the Supervisory Board as referred to in Article 16.3 b. or a Vice-Chair of the Permanent Scientific Committee as referred to in Article 28.1 b.;
- u. the "**Vice-President**": the Vice-President of the Association as referred to in Article 20.1 b.

CHAPTER 2. GENERAL STATEMENTS

Article 2. Name and date of establishment

The name of the Association is the Internationale Vereniging voor Belastingrecht (International Fiscal Association, abbreviated "IFA"). It was established on the twelfth of February, nineteen hundred thirty-eight.

Article 3. Governing law and seat

The Association is an association with full legal capacity ("vereniging met volledige rechtsbevoegdheid") under Dutch law. Its seat is in Rotterdam, The Netherlands.

Article 4. Purpose

- 4.1 The purpose of the Association is the study and advancement of international and comparative law in regard to public finance, specifically international and comparative fiscal law and the financial and economic aspects of taxation.
- 4.2. The Association is a neutral and independent organisation. It does not promote, advocate, or advance any cause, interest or initiative of any other organisation or entity or of any constituency.
- 4.3. The Association works towards achieving this purpose by:
 - a. conducting scientific research and publications;
 - b. supporting the organisation of the IFA Annual Congress and other congresses, seminars, conferences and events held under the auspices of IFA;
 - c. cooperating with other organisations active in related fields;
 - d. any other means conducive to such purpose.

Article 5. Finances and financial year

- 5.1 The financial resources of the Association consist of, among others:
 - a. contributions of its Members and its Bodies, as determined by the General Assembly;
 - b. returns from investments;
 - c. donations and other forms of contributions and income.
- 5.2 The financial year of the Association begins on the first of January and ends on the thirty-first of December.

CHAPTER 3. MEMBERS

Article 6. Members

- 6.1 Membership shall be open to natural persons and entities with or without legal personality.
- 6.2 Members that are entities are represented before the Association by a natural person of their choosing, who is not necessarily a Member.
- 6.3 The General Secretariat will keep a register with the names and addresses of all Members.

Article 7. Admission

- 7.1 Natural persons and entities with their residence or place of effective management in a jurisdiction where there is a Branch are proposed by such Branch as applicant Member.
- 7.2 If no Branch has been recognised in the jurisdiction of their place of residence or effective management, natural persons and entities may apply for membership to the Executive Board, upon recommendation in writing of two Members.
- 7.3 The Executive Board decides on the admission of Members. In case of negative decision, the applicant Member may appeal within thirty (30) days of receipt of such negative decision, for decision at the next meeting of the General Assembly. The

applicant Member and appellant may attend the meeting of the General Assembly and state their case orally and/or in writing.

- 7.4 The General Assembly may issue guidelines outlining the general requirements of membership.
- 7.5 There is no entitlement whatsoever to transfer membership from any Member (be it a natural person or an entity) to another natural person or entity.

Article 8. End of membership

- 8.1 Membership shall cease:
 - a. upon the death (for natural persons) or the cessation of existence (for entities) of the Member;
 - b. upon notice of termination given by the Member or by the Association in accordance with Article 8;
 - c. upon ceasing to belong to a Branch in accordance with the statutes of the Branch, unless the Member is admitted to another Branch or to membership in accordance with Article 7.2.
- 8.2 Notice of termination may be given by the Member before the end of a financial year of the Association, with a prior thirty-day notice period.
- 8.3 Notice of termination may be given by the Member with immediate effect in the following circumstances:
 - a. if the Member cannot reasonably be expected to continue the membership;
 - b. within thirty days after being notified of the conversion to a different legal form, merger or demerger of the Association within the meaning of Book 2, Title 7 of the Dutch Civil Code;
 - c. within thirty days after being notified of the restriction of their entitlements or the increase of their obligations as a Member of the Association, except if such increase is related to contributions as referred to in Articles 9.2 or 9.3.
- 8.4 Notice of termination in accordance with Article 8.2 or 8.3 shall be given in writing by the terminating Member to the Executive Board with a copy to their Branch (if applicable).
- 8.5 Notice of termination may be given by the Association for the end of a financial year, with a prior thirty-day notice period. It is done in writing by the Secretary General upon decision by the Executive Board. It may be issued in the following circumstances:
 - a. if the Member no longer meets the requirements of membership, as outlined by the Articles of Association and the guidelines of the General Assembly in accordance with Article 7.4;
 - b. if the Member no longer fulfils its obligations towards the Association;
 - c. if the Member's conduct has been significantly incompatible with the values, purposes or interests of the Association.
- 8.6 Notice of termination for the reasons stated in Article 8.5 may be given with immediate effect if the Association cannot reasonably be expected to continue the

membership. It is done in writing by the Secretary General upon decision by the Executive Board.

- 8.7 At the request of the terminated Member, a notice of termination as referred to in Articles 8.5 or 8.6 may be appealed within thirty (30) days of receipt by the terminated Member, for decision at the next meeting of the General Assembly. An appeal shall have suspensory effect except in case of termination as per Article 8.6 above. The terminated Member may attend the meeting of the General Assembly and state their case orally and/or in writing.

Article 9. Entitlements and obligations

- 9.1 Members are entitled to:
- a. attend and vote at meetings of the General Assembly;
 - b. register themselves (for natural persons) or two delegates (for entities) for the IFA Annual Congress at a reduced rate;
 - c. access the digital database of publications maintained by the Association, as well as other resources maintained or provided by the Association for Members.
- 9.2 Members are required to pay an annual contribution to the Association, which is due in full even if the membership begins or ends during the course of the financial year. Its amount is fixed by the General Assembly, and may differ between:
- a. natural persons and entities;
 - b. natural persons who are under thirty (30) years and other Members;
 - c. direct individual Members (i.e. Members who do not belong to a Branch as per Article 7.2).
- 9.3 Members may be required to pay a separate annual contribution to their Branch, as per decision of their Branch.

Article 10. Honorary Members

- 10.1 The General Assembly may grant honorary membership with, as the case may be, the title of Honorary President to natural persons, in recognition of special services rendered to the Association.
- 10.2 Honorary Members (including, as the case may be, Honorary Presidents) are subject to the same entitlements as Members, as described in Article 9. They are not required to pay the annual contribution referred to in Article 9.2.

CHAPTER 4. BODIES

Article 11. Bodies

The Association has the following Bodies:

- a. the General Assembly;
- b. the Supervisory Board;
- c. the Executive Board;
- d. the Nominations Committee;
- e. the Permanent Scientific Committee.

CHAPTER 5. GENERAL ASSEMBLY

Article 12. Composition

The General Assembly is composed of all Members (including Honorary Members) of the Association.

Article 13. Powers

- 13.1 The General Assembly is the supreme governing body of the Association.
- 13.2 The General Assembly shall exercise all powers not assigned to another Body by law or by the Articles of Association.

Article 14. Convening of meetings

- 14.1 The Executive Board must convene meetings of the General Assembly at least once each calendar year usually, during the IFA Annual Congress, in writing, upon a thirty-day notice made available to all Members and providing the exact date, time, venue and agenda. If there is no IFA Annual Congress during a given year, the Executive Board shall determine the date and venue of the annual meeting of the General Assembly.
- 14.2 The following items shall be on the agenda of the annual meetings, among others:
 - a. the appointment, so far as required from time to time, of the President, the Vice-President, other members of the Executive Board (including the Chair of the Permanent Scientific Committee), members of the Supervisory Board, members of the Permanent Scientific Committee (including Vice-Chairs of the Permanent Scientific Committee), as well as Chairs and members of any Special Committees;
 - b. the discussion and approval of the annual accounts and of the annual report of the Executive Board;
 - c. the appointment of an independent auditor to audit the annual accounts in accordance with Article 38.3;
 - d. the granting of honorary membership in accordance with Article 10.1;
 - e. other items provided by the Executive Board or upon the request of one-tenth of all Members.
- 14.3 The Executive Board may also convene other meetings of the General Assembly, upon a thirty-day notice in writing providing the date, time, venue and agenda and made available to all Members.
- 14.4 At the request in writing of at least 10% of all Members, the Executive Board must convene a meeting of the General Assembly within thirty days following the receipt of the request. In the case of failure to comply with the request, the applicants may themselves convene a meeting upon a thirty-day notice given to all Members. The applicants may then assign the chairpersonship of the meeting and the keeping of minutes, irrespective of Article 15.1.

Article 15. Conduct of meetings, voting rights and majority

- 15.1 Meetings of the General Assembly are chaired by the President or, in their absence, by the Vice-President or, in their absence, by another member of the Executive Board designated by the General Assembly. Minutes are kept by someone designated by the chairperson.
- 15.2 Each Member may cast one vote at meetings of the General Assembly.

- 15.3 A Member may be represented by another Member at a meeting of the General Assembly on presentation of a proxy in writing. A Member may not act by proxy for more than one other Member.
- 15.4 No resolutions can be passed on items of which due notice of thirty days has not been given.
- 15.5 Resolutions require a majority of the votes cast by the Members present or represented by proxy, unless required otherwise by law or by the Articles of Association. Blank or invalid votes are not counted in the votes cast.
- 15.6 The chairperson decides whether a vote will take place orally, be it by roll call or by acclamation, or by secret ballot. Members representing at least 10% of the Members present may require the vote to be taken by secret ballot. Any Member wishing to challenge the result of an oral vote must do so immediately following the announcement of the result by the chairperson, failing which the Member forfeits such rights.
- 15.7 By decision of the Executive Board, and provided circumstances so justify, meetings of the General Assembly may take place electronically or may be joined and attended electronically (including videoconference).

CHAPTER 6. SUPERVISORY BOARD

Article 16. Composition

- 16.1 The Supervisory Board is composed of:
 - a. no less than ten and no more than twenty-four Supervisory Board members, who are nominated by the Nominations Committee and appointed by the General Assembly for a period of two years and may be reappointed twice for the same duration (subject to Article 16.3), and who shall exercise their function in their personal capacity; and
 - b. on a case-by-case basis and each time upon prior recommendation of the Supervisory Board, the Chair of a Special Committee, according to Article 36, who shall be appointed as member of the Supervisory Board by the General Assembly for as long as they are chair of their respective Special Committee.
- 16.2 Only natural persons may be appointed as a member of the Supervisory Board.
- 16.3 The Supervisory Board elects from among its members:
 - a. a Chair, who shall usually be the previous Vice-Chair, for a period of two years;
 - b. a Vice-Chair for a period of two years.

The Chair and the Vice-Chair may not serve on the Supervisory Board for longer than eight consecutive years including their time as ordinary members.
- 16.4 Membership of the Supervisory Board shall end:
 - a. upon end of their term according to Article 16.1;
 - b. upon resignation by the Supervisory Board member;
 - c. upon removal by the General Assembly;
 - d. upon end of membership of the Association in accordance with Article 8.

- 16.5 When accepting their election as members of the Supervisory Board, each such member undertakes to make available the time required for the effective fulfilment of his/her duties and undertakes to act in his/her personal capacity for the best interest of IFA.

Article 17. Duties

- 17.1 The Supervisory Board is responsible for supervising and advising the Executive Board. The Supervisory Board discusses and decides on the basis of all information and documents provided by the Executive Board. As the case may be, the Supervisory Board may request the Executive Board to provide further information or to perform further specific analysis, always with a view for the Supervisory Board to be in a position to supervise and to advise the Executive Board.
- 17.2 It shall specifically approve on the following:
- a. the allocation of the IFA Annual Congress, based upon prior recommendation of the Executive Board;
 - b. the draft accounts and draft annual reports for later submission for approval to the General Assembly;
 - c. any matter deferred to it by the Executive Board.

Article 18. Convening of meetings

- 18.1 The Chair convenes meetings of the Supervisory Board as often as necessary, but at least twice a year, usually including once during the IFA Annual Congress.
- 18.2 At the request in writing of at least ten Supervisory Board members, the Chair must convene a meeting of the Supervisory Board within thirty days following the receipt of the request.
- 18.3 By decision of the Chair, meetings of the Supervisory Board may take place electronically (including videoconference).

Article 19. Conduct of meetings, voting rights and majority

- 19.1 Meetings of the Supervisory Board are chaired by the Chair or, in their absence, by the Vice-Chair or, in their absence, by another member of the Supervisory Board. Minutes are kept by someone designated by the chairperson.
- 19.2 Meetings of the Supervisory Board may be held either as a physical meeting or electronically (including videoconference), provided that all members can hear all other members, and can be heard by all other members.
- 19.3 Each member of the Supervisory Board may cast one vote at meetings of the Supervisory Board.
- 19.4 A member of the Supervisory Board may not be represented.
- 19.5 Resolutions require a majority of the votes cast by the members of the Supervisory Board present, unless required otherwise by law or by the Articles of Association. Blank or invalid votes are not counted in the votes cast.
- 19.6 Meetings of the Supervisory Board may be attended by members of the Executive Board, as requested by the Supervisory Board and as required by the respective duties of the Supervisory Board and of the Executive Board.

CHAPTER 7. EXECUTIVE BOARD

Article 20. Composition

20.1 The Executive Board is composed of:

- a. the President, who is nominated by the Nominations Committee and appointed by the General Assembly for a period of two years, and who shall usually be the previous Vice-President;
- b. the Vice-President, who is nominated by the Nominations Committee and appointed by the General Assembly for a period of two years, and who should preferably not originate from the same Region as the President;
- c. the Secretary General, who is nominated by the Nominations Committee and appointed by the General Assembly for a period of three years and may be reappointed once for the same duration, and who should reside within reasonable distance of the Association's seat;
- d. the General Treasurer, who is nominated by the Nominations Committee and appointed by the General Assembly for a period of three years and may be reappointed once for the same duration, and who should reside within reasonable distance of the Association's seat;
- e. the Chair of the Permanent Scientific Committee, who is nominated by the Nominations Committee and appointed by the General Assembly for a period of two years, and may be reappointed once for the same duration;
- f. up to three Chairs of Regions organized as per Article 32.2, who are nominated by the Nominations Committee and appointed by the General Assembly as members of the Executive Board for a period of two years and may be reappointed once for the same duration and who shall preferably originate from Regions of which no or fewer other members (except the Secretary General and the General Treasurer) of the Executive Board originate.

20.2 Only natural persons may be appointed as a member of the Executive Board.

20.3 Membership of the Executive Board shall end:

- a. upon the end of their term as per Article 20.1;
- b. upon resignation by the Executive Board member;
- c. upon removal by the General Assembly;
- d. upon end of membership of the Association in accordance with Article 8.

Notwithstanding anything contained in the Articles of Association, no Member may serve on the Executive Board for longer than eight consecutive years.

20.4 When accepting their election as members of the Executive Board, each such member undertakes to make available the time required for the effective fulfilment of his/her duties and undertakes also to act in his/her personal capacity for the best interest of IFA.

Article 21. Duties

The Executive Board is responsible for developing the strategy and ensuring the management of the Association.

Tasks are in particular distributed as follows:

- a. the President or, in their absence, the Vice-President or another member of the Executive Board, chairs the meetings of the General Assembly and of the Executive Board;
- b. the Vice-President attends to the President's duties in any situation where the President is not in a position or capacity to act;
- c. the Secretary General, supported by the General Secretariat, handles the day-to-day administration of the Association, and is in particular responsible for convening meetings of the General Assembly and of the Executive Board and for implementing their resolutions;
- d. the General Treasurer is responsible for managing the financial resources of the Association;
- e. the Chair of the Permanent Scientific Committee is in charge of chairing and coordinating the activities of the Permanent Scientific Committee.

Article 22. Convening of meetings

- 22.1 The Executive Board is convened by the President or by the Vice-President as often as necessary, but at least before each meeting of the Supervisory Board.
- 22.2 Upon invitation of the Executive Board, meetings may also be attended by Members of the Association who are not members of the Executive Board.

Article 23. Conduct of meetings, voting rights and majority

- 23.1 Meetings of the Executive Board are chaired by the President or, in their absence, by the Vice-President or, in their absence, by another member of the Executive Board. Minutes are kept by someone designated by the chairperson.
- 23.2 Meetings of the Executive Board may be held either as a physical meeting or electronically (including videoconference), provided that all members can hear all other members, and can be heard by all other members.
- 23.3 Each member of the Executive Board may cast one vote at meetings of the Executive Board.
- 23.4 A member of the Executive Board may not be represented.
- 23.5 Resolutions require a majority of the votes cast by the members of the Executive Board present, unless required otherwise by law or by the Articles of Association. Blank or invalid votes are not counted in the votes cast. The President has a casting vote.

CHAPTER 8. NOMINATIONS COMMITTEE

Article 24. Composition

- 24.1 The Nominations Committee is composed of:
 - a. four members of the Supervisory Board, the Chair of the Supervisory Board being in principle elected among these four members, who are appointed by the Supervisory Board for a period of two years and may be reappointed once for the same duration;
 - b. the President, the Chair of the Permanent Scientific Committee and two additional members of the Executive Board, who are appointed by the

Executive Board for a period of two years and may be reappointed once for the same duration.

- 24.2 When accepting their election as members of the Nominations Committee, each such member undertakes to make available the time required for the effective fulfilment of his/her duties and undertakes also to act in his/her personal capacity for the best interest of IFA.

Article 25. Duties

The Nominations Committee shall be in charge of:

- a. nomination of Executive Board (including the President and the Vice-President) and Supervisory Board members, upon non-binding prior recommendation of the Executive Board, for appointment by the General Assembly according to Article 16.1 and Article 20.1 a., b., c., d., e. and f.;
- b. nomination of the Chair and the Vice-Chairs of the Permanent Scientific Committee, upon non-binding prior recommendation of the Executive Board, for appointment by the General Assembly according to Article 28.1 a and b.;
- c. nomination of members of the Permanent Scientific Committee, upon non-binding prior recommendation of the Chair and the Vice-Chairs of the Permanent Scientific Committee, for appointment by the General Assembly according to Article 28.1 c.;
- d. nomination of members of Special Committees, including the Chair of each Special Committee, upon non-binding prior recommendation of each Special Committee, for appointment by the General Assembly.

Article 26. Convening of meetings

- 26.1 The Nominations Committee is convened as often as necessary.
- 26.2 By decision of the President, meetings of the Nominations Committee may take place electronically (including videoconference), provided that all members can hear all other members, and can be heard by all other members.

Article 27. Conduct of meetings, voting rights and majority

- 27.1 Meetings of the Nominations Committee are chaired by the President or, in their absence, by the Chair of the Supervisory Board or, in their absence, by another member of the Nominations Committee. Minutes are kept by someone designated by the chairperson.
- 27.2 All members of the Nominations Committee have equal voting rights.
- 27.3 A member of the Nominations Committee may not be represented.
- 27.4 Resolutions require a majority of the votes cast by the members of the Nominations Committee present, unless required otherwise by law or by the Articles of Association. Blank or invalid votes are not counted in the votes cast. The President has a casting vote.

CHAPTER 9. PERMANENT SCIENTIFIC COMMITTEE

Article 28. Composition

- 28.1 The Permanent Scientific Committee is composed of:

- a. a Chair, who is nominated by the Nominations Committee and appointed by the General Assembly for a period of two years and may be reappointed once for the same duration; and
 - b. up to three Vice-Chairs, who are nominated by the Nominations Committee and appointed by the General Assembly for a period of two years and may be reappointed once for the same duration; and
 - c. no less than twelve and no more than twenty ordinary Permanent Scientific Committee members, who are nominated by the Nominations Committee and appointed by the General Assembly for a period of two years and may be reappointed twice for the same duration; and
 - d. the President, the Vice-President and the Secretary General.
- 28.2 The Chair and Vice-Chairs may not serve on the Permanent Scientific Committee for longer than six consecutive years in either office, or ten consecutive years including their time as ordinary members.
- 28.3 Only natural persons may be appointed as a member of the Permanent Scientific Committee.
- 28.4 Membership of the Permanent Scientific Committee shall end:
- a. upon end of their term as per Articles 28.1 and 28.2;
 - b. upon resignation by the Permanent Scientific Committee member;
 - c. upon removal by the General Assembly;
 - d. upon end of membership of the Association in accordance with Article 8.
- 28.5 When accepting their election as members of the Permanent Scientific Committee, each such member undertakes to make available the time required for the effective fulfilment of their duties.
- 28.6 Members of the Permanent Scientific Committee will be selected on the basis of their professional and scientific expertise, as well as the specific needs of the Permanent Scientific Committee at the relevant time and period and constituencies representation.
- 28.7 Besides the members of the Permanent Scientific Committee ("PSC"), the Academic Chairman of the Foundation International Bureau of Fiscal Documentation shall attend the Permanent Scientific Committee's meetings and other activities ex officio, in an advisory capacity. Upon invitation from the Chair and the Vice-Chair of the Permanent Scientific Committee, representatives of international, governmental or private organisations also may attend the Permanent Scientific Committee's activities in an advisory capacity.

Article 29. Duties

- 29.1 The Permanent Scientific Committee is responsible for coordinating, supervising and implementing the scientific activities of the Association. It may, as the case may be, supervise all activities conducted under the IFA brand.
- 29.2 The Chair and Vice-Chairs shall report to the Executive Board on the findings of the Permanent Scientific Committee.
- 29.3 The Chair and Vice-Chairs decide on their own joint organization.

Article 30. Convening of meetings

- 30.1 The Chair must convene meetings of the Permanent Scientific Committee at least twice a year, usually including once during the IFA Annual Congress.
- 30.2 Upon invitation of the Chair and of the Vice-Chairs, meetings may also be attended by Members of the Association who are not members of the Permanent Scientific Committee, as well as external persons. Such attendants only have an advisory capacity.
- 30.3 At the request in writing of at least ten ordinary Permanent Scientific Committee members, the Chair must convene a meeting of the Permanent Scientific Committee within thirty days following the receipt of the request.

Article 31. Conduct of meetings, voting rights and majority

- 31.1 Meetings of the Permanent Scientific Committee are chaired by the Chair or, in their absence, by a Vice-Chair. Minutes are kept by someone designated by the chairperson.
- 31.2 All members of the Permanent Scientific Committee have equal voting rights.
- 31.3 A member of the Permanent Scientific Committee may not be represented.
- 31.4 Resolutions require a majority of the votes cast by the members of the Permanent Scientific Committee present, unless required otherwise by law or by the Articles of Association. Blank or invalid votes are not counted in the votes cast.
- 31.5 By decision of the Chair, meetings of the Permanent Scientific Committee may take place electronically (including videoconference), provided that all members can hear all other members, and can be heard by all other members.

CHAPTER 10. REGIONS

Article 32. Organisation

- 32.1 The Association is comprised of five Regions:
 - a. Africa;
 - b. Asia-Pacific;
 - c. Europe;
 - d. Latin America (which may include Caribbean territories in agreement with the Branches concerned);
 - e. Northern America (which may include Caribbean territories in agreement with the Branches concerned).
- 32.2 Each Region is organised according to its own statutes which must be approved by the Executive Board. It may or may not have legal personality.
- 32.3 Each Region shall be chaired by a Regional Chair and headed by a Regional Committee, which are appointed in accordance with the statutes of the Region. The Regional Chair's term of office will be fixed as per each respective statutes, but in any case shall not exceed six years.
- 32.4 Decisions of the Executive Board regarding the approval of statutes, as referred to in Article 32.2, may be appealed within thirty (30) days of receipt by the Region concerned, for decision at the next meeting of the General Assembly. An appeal

shall have suspensory effect. A representative of the Region concerned may attend the meeting of the General Assembly and state their case orally and/or in writing.

Article 33. Duties

The Regions are responsible for organizing activities of a Regional reach and for coordinating activities involving several or all of the Branches in their territory, in consultation with the Executive Board and the Permanent Scientific Committee. However, the Regions shall have no hierarchical control over the Branches, which remain independent Branches of the Association.

CHAPTER 11. BRANCHES

Article 34. Organisation

- 34.1 An entity, with or without legal personality, may be recognised as a Branch by the Executive Board, upon the following conditions:
- a. the Branch comprises at least twenty members whose place of residence or work is located in the same jurisdiction, or in several closely related jurisdictions;
 - b. there is no existing Branch in the relevant jurisdiction or jurisdictions;
 - c. the Branch collects from its members and transfers to the Association the annual contribution referred to in Article 9.2.
- 34.2 Each Branch is organised according to its own statutes which must be approved by the Executive Board.
- 34.3 A Branch may cease to be recognised by the Executive Board if the conditions outlined in Article 34.1 cease to be met, or if the Branch pursues actions that are greatly incompatible with the values, purposes or interests of the Association.
- 34.4 Decisions of the Executive Board regarding the recognition, the approval of statutes or the cessation of a Branch, as referred to in Articles 34.1, 34.2 and 34.3, may be appealed within thirty (30) days of receipt by the Branch concerned, for decision at the next meeting of the General Assembly. An appeal shall have suspensory effect. A representative of the Branch concerned may attend the meeting of the General Assembly and state their case orally and/or in writing.

Article 35. Duties

The Branches are responsible for organising activities in line with the purpose of IFA in their jurisdiction or jurisdictions, on their own initiative or, when appropriate, in conjunction with the Region.

CHAPTER 12. SPECIAL COMMITTEES

Article 36. Special Committees

- 36.1 The General Assembly may, upon prior recommendation from the Executive Board, set up Special Committees for the purpose of carrying out special assignments, for a definite or an indefinite period. The organisation and duties of a Special Committee are determined by the charters of each Special Committee, always upon prior recommendation from the Executive Board, and as approved by the General Assembly.

- 36.2 The Chair and the members of a Special Committee shall be appointed by the General Assembly for a period of two years and may be reappointed twice for the same duration.
- 36.3 Membership of a Special Committee shall end:
- a. upon end of their term according to Article 36.2;
 - b. upon resignation by the Special Committee member;
 - c. upon removal by the General Assembly;
 - d. upon end of membership of the Association in accordance with Article 8.

CHAPTER 13. FUNCTIONING OF THE ASSOCIATION

Article 37. Representation

The Association is represented by two members of the Executive Board acting jointly. At least one of such two members must be either the President, the Vice-President, the Secretary General, or the General Treasurer.

Article 38. Annual accounts and report

- 38.1 Annually, no later than six months after the close of the financial year referred to in Article 5.2, the Executive Board will draw up the annual accounts and report, and will make them available to the Members, unless the General Assembly has extended this term.
- 38.2 The annual accounts and report are adopted by the General Assembly at its next meeting.
- 38.3 The General Assembly may appoint an independent auditor to audit the annual accounts drawn up by the Executive Board. The Executive Board is required to cooperate fully with the independent auditor, who will then report the findings of their audit in an auditor's report addressed to the General Assembly.

CHAPTER 14. FINAL PROVISIONS

Article 39. Amendment of the Articles of Association

The Articles of Association may only be amended by resolution of the General Assembly, adopted by a two-thirds majority of the votes cast by the Members present or represented by proxy.

Article 40. Dissolution and liquidation

- 40.1 The General Assembly may resolve to dissolve the Association by a two-thirds majority of the votes cast by the Members present or represented by proxy, during a meeting in which at least two-thirds of the Members are present or represented by proxy.
- 40.2 If the Association is dissolved, the Executive Board will act as the liquidators, unless the General Assembly determines otherwise.
- 40.3 If there turns out to be a credit balance after liquidation, this balance will be distributed in accordance with the wishes of the General Assembly.
- 40.4 After the liquidation, the books and records of the dissolved Association will remain in the custody of the person appointed by the liquidators for the period prescribed by law.

Article 41. Transitory provisions

- 41.1 Each member of the Executive Committee who is not a member of the Executive Board and is in office at the date of adoption of the Articles of Association shall become a member of the first Supervisory Board, for the remainder of their term, and as the case may be shall retain their title of Vice-President (not to be mistaken with the Vice-Presidency mentioned in Article 20.1 b.), for the remainder of their term.
- 41.2 Each member of the Executive Board who is in office at the date of adoption of the Articles of Association shall remain in function for the remainder of their term, including the President of the Association. The first President (article 20.1 a) of the Association to replace the President in place as of the adoption of the Articles of Association shall be appointed by the General Assembly adopting the Articles of Association upon recommendation of the Executive Committee (as made prior to the amendment of the Articles of Association). The first Vice-President (article 20.1 b) of the Association following adoption of the Articles of Association shall be appointed by the General Assembly adopting the Articles of Association, upon recommendation of the Executive Committee (as made prior to the amendment of the Articles of Association). The Chair of the Permanent Scientific Committee in office at the date of adoption of the Articles of Association shall become a member of the Executive Board for the remainder of his term. He shall be appointed by the General Assembly adopting the Articles of Association.
- 41.3 Members of the first Supervisory Board shall be appointed as per the Articles of Association by the General Assembly adopting the same. The first Chair and the first Vice-Chair of the Supervisory Board shall be appointed by the General Assembly adopting the Articles of Association, upon recommendation of the Executive Board.
- 41.4 Each existing statutes of Regions, according to Article 32.2, and each existing charters of Special Committees, according to Article 36, shall be presented for ratification to the Executive Board, and as the case may be for approval by to the General Assembly.

Conclusion deed.

The appearer is known to me, civil-law notary.

This deed is executed in Amsterdam on the date mentioned in the heading of this deed. After the substance of this deed and an explanation thereon have been stated to the appearer, the appearer has declared to have taken notice of the contents of this deed and to consent thereto. Immediately after those parts of the deed that the law requires to be read out have been read out, this deed is signed by the appearer and by me, civil-law notary.