

Formation of an IVZW (09-RC-0178/01 - svdb)

Rep.

**"CONTINENTAL EUROPEAN DIVISION OF THE INTERNATIONAL ASSOCIATION  
FOR DENTAL RESEARCH",  
Abbreviated "CED-IADR".**

*Internationale vereniging zonder winstoogmerk*

Having its domicile in  
Belgium, 3000 Leuven, Kapucijnenvoer 33.

Formation IVZW – Appointments

The year two thousand and ten  
On the twenty third of January

Before Us, **Guillaume ROBERTI de WINGHE**, Notary Public having his post at Leuven; Associated to the professional partnership under the form of a *besloten vennootschap met beperkte aansprakelijkheid* "HOLLANDERS & ROBERTI", Associated Notaries Public, having its registered office at Leuven.

Who have requested Us, Notary Public, to execute the authentic deed of the formation of an international non-profit association, according to Title III of the law of June 27 1921, amended by the Law of May 2 2002 regarding the *Verenigingen zonder winstoogmerk*, the *Internationale Verenigingen zonder winstoogmerk* and the *Stichtingen*, as follows hereinafter.

**I. FORMATION**

The present formation is effected under the condition precedent of the acquisition of legal personality according to article 50 § 1 of the aforementioned law.

The Founders declare to found, by the present deed, an international non-profit association, of which they lay down the byelaws as follows:

## II. BYELAWS

### TITLE I: LEGAL FORM – NAME – DOMICILE – DURATION – OBJECT – ACTIVITIES

#### Article 1. Legal Form and Name

The Association has the form of an international non-profit association, as stipulated by the law of June 27 1921 regarding the non-profit associations, the international non-profit associations and the foundations.

The name of the Association is "Continental European Division of the International Association For Dental Research", abbreviated "CED-IADR".

It will be allowed to use the full name and the abbreviated name separately.

All deeds, invoices, announcements, notices and other pieces emanating from the Association shall mention its name, preceded or followed immediately by the words "*internationale vereniging zonder winstoogmerk*" or by the abbreviation "IVZW", as well as by the address of its domicile.

#### Article 2 – Domicile

The domicile of the Association is established in Belgium at 3000 Leuven, Kapucijnenvoer 33.

It can be transferred to any other place ~~in Belgium~~, with due reservation for the compliance with the legislation and the regulation with regard to languages, provided that an amendment of the byelaws is effected. Each transfer of the domicile of the Association shall be deposited at the registry of the Commercial Court of the place of the domicile of the Association and is published in the *Bijlagen* to the *Belgisch Staatsblad*.

#### Article 3 – Duration

The Association is founded for an indefinite period of time.

#### Article 4 – Object

The object of the Association is the encouragement and development of the progress of scientific research in all disciplines of dentistry and in the related fields of the sciences that directly contribute to the development of oral<sup>V</sup>health. The Association is applicable to researchers from all Continental European countries and constitutes one of the Divisions of the "International Association for Dental Research" abbreviated "IADR", of which the main office is situated in the United States, Alexandria VA (1619 Duke Street, 22314-3406). Together with the British, Irish, Israeli and Scandinavian Division, CED-IADR forms the 'PAN-EUROPEAN REGION' of IADR, abbreviated 'PER-IADR'.

The Association is altruistic. It pursues in the first place a non-profit object of international use.

The Association exclusively and directly pursues objects of public common interest, according to the Belgian legislation.

#### Article 5 – Activities

In order to achieve its objective, the Association can amongst other things organize the following activities:

- promote health in general and oral<sup>V</sup>health in particular by the dissemination of relevant knowledge and scientific information ;
- serve as a platform for networking, exchange of information and experiences for all oral<sup>V</sup>health researchers in Europe ;
- advocate for the support and financing of appropriate research funding in oral health ;

V and  
trans-fered

Handwritten signatures and initials in blue and red ink.

Handwritten signature in blue ink.



- encourage oral health research through stipends, awards, etc.;
- provide research training to young researchers ;
- collect funding (membership fee, meeting registration, company sponsoring, etc.) to be used for the direct implementation of the primary objectives of the association;
- organize Continental European oral health scientific meetings (CED-IADR meetings);
- contribute to the Pan-European-Region IADR (PER-IADR) and IADR-at-large.

Vand  
Oral and  
facial

## **TITLE II: MEMBERS**

### **Article 6 – Entry**

1. The Association is accessible for Belgians and non-Belgians.  
The Association is composed of Actual Members, Supporting Members and Student Members.

2. a. Actual Member

The minimum number of Actual Members shall not be less than two.

Each individual who is interested in scientific research in the field of ~~dentistry~~ can stand up for Membership in the present Association, on condition that:

- a) he has already done some research in the field of ~~dentistry~~ and the results thereof have been expounded on several scientific meetings or have been published;
- b) he endorses the present byelaws and conforms to the decisions of the General Assembly;
- c) he completes an application form in which he declares to stand up for candidate, which shall be presented to the CED-IADR Board;
- d) the entry will be approved by the CED-IADR Board unanimously by the votes present or represented.

2. b. Supporting Member

Associations, organizations, industrial partners or individuals can stand up for candidate for Membership as Supporting Member in the present Association, on condition that they are interested in the progress of ~~dentistry~~;

The entry of a new Supporting Member will be approved by the General Assembly for a period of five years, with majority of the votes present or represented. An extension can be allowed by the General Assembly with the approval of the General Assembly with majority of the votes present or represented.

2. c. Student Member

Students can put up for candidate for Membership as Student Member in the present Association, on condition that *he [sic]* :

Either:

- a) is registered as an undergraduate student in an accredited academic institution;
- b) has no academic designation;
- c) is interested in the research in the field of ~~dentistry~~;

or  
has an academic formation and is interested in the research in the field of ~~dentistry~~ and this up to four years after graduation with a diploma in dentistry or a similar academic diploma.

The entry of a Student Member shall be approved or refused by the CED-IADR Board that shall have to motivate its decision.

## Article 7 – Exclusion - Resignation

### 1. Exclusion

- a) If any Member, either Actual Member, or Supporting Member, or Student Member, does not pay its annual contribution without any serious reason, the General Assembly has the power, at the request of the CED-IADR Board, to exclude such a Member with at least two-thirds (2/3) of the votes present. The General Assembly decides on this subject sovereignly ~~after having heard the Member concerned or after having read its written defense, as desired by the Member who keeps his voting right with regard to this point.~~
- b) If a Student Member meets the conditions to stand up for candidate for Actual Member, he shall do so within six months, on penalty of exclusion.

### 2. Resignation

Each Member is free to resign at any moment from the Association provided a written resignation is given by means of a ~~registered~~ letter to the President of the CED-IADR Board.

The resignation takes effect on the day of receipt of the notification, but the resigning Member will be bound to pay its annual contribution for the years past and the current year. Sickness, resignation or loss of one or more Members will not lead to the dissolution of the Association. The Association will continue to exist among the remaining Members.

## Article 8 – Contributions – Obligations

The Members pay an annual contribution, of which the amount will be determined by the General Assembly upon advice of the CED-IADR Board.

The Members, in that capacity, do not enter into any personal obligation with regard to the obligations entered into by the Association.

The Student Members have the same rights and privileges as an Actual Member, to the exclusion of the voting right.

Groups – Members of the Association interested in any scientific branch or professional field related to dental science, with the approval of the CED-IADR Board, may organize a Scientific Group to further the objectives of the Association. A Scientific Group will be comprised of minimum 50 members. The affairs of the Scientific Groups shall be managed in conformity with the Byelaws of the Association. Approval of a Scientific Group may be suspended or revoked for non-maintenance of the minimum number of members required for formation, failing to hold a meeting for two consecutive years, failing to report its activities and its membership, non-compliance with the Association's Byelaws, or for other good cause shown. Suspension or revocation will be determined at the General Assembly with at least two-thirds (2/3) of the votes present or represented. The Scientific Group threatened with suspension or revocation shall be so notified by the CED-IADR President at least 120 days before the annual General Assembly, and shall be entitled to appear before the CED-IADR Board in the form of a delegation of members of Officers, by representation, or by submission of a written statement to defend its right to exist.

## TITLE III. GENERAL ASSEMBLY

### Article 9 – Competences

The General Assembly has the competences that are explicitly attributed to it by the law or the present byelaws.

Especially belong to its exclusive competence:

- 1) the amendments to the byelaws;
- 2) the reports drawn up by the CED-IADR Board to check their management,



- functioning and financial situation;
- 3) determination of the annual membership fee on the proposal of the CED-IADR Board;
  - 4) the discharge to the Members of the CED-IADR Board;
  - 5) the approval of the annual accounts;
  - 6) the liquidation and the dissolution of the Association;
  - 7) the merger with other Associations with the same object;
  - 8) the acceptance<sup>V</sup> and the exclusion of a Member;
  - 9) the replacement<sup>H</sup> of the Members of the Board, if necessary;
  - 10) consider and treat the proposals in order of importance that concern the development of the Association and look after its interests.

*Verify article 62.b.*  
*H election*

#### Article 10 - Meetings – Summons to the Meeting

The General Assembly is composed of all Members of the Association. It has the powers attributed to it by the present bylaws and the law.

The General Assembly of the Members is held once a year ~~in the second half of the year~~. Each General Assembly is held at the domicile or in any other place in Europe indicated in the summons to the meeting.

The General Assembly can be convened by the CED-IADR Board each time the interest of the association requires so. It shall be convened when one fifth or more of the Actual Members ask so.

The summons is addressed by the President to any Member at least 15 days before the meeting and signed, in the name of the CED-IADR Board, by the President of the Association.

The summons is sent, together with the agenda by letter, fax, electronic post or any other means of communication.

The General Assembly is chaired by the President of the Association or in case of his absence by the senior Member of the CED-IADR Board.

#### Article 11 – Representation

Each voting Member can have himself represented by another voting Member. This power of attorney is given in writing. *A member can have no more than two authorizations.*

#### Article 12 – Composition and Voting Right

Except in the cases stipulated in the present bylaws the decisions are taken by simple majority of the Actual Members present or represented.

#### Article 13 – Amendment of the Bylaws

The General Assembly is competent to confer and decide a modification of the Bylaws of the association. A decision concerning a modification of the Bylaws can only be taken if the proposal of modification was mentioned in the evocation. A modification of the Bylaws can only be decided with a majority of three-fourth of the votes of the present or valid represented actual members of the General Assembly.

Each amendment of the information mentioned in article 48, first paragraph, 2° of the law of June 27 1921 shall be approved by the King. Other amendments of the in article 48, 5° and 7° of the aforementioned law, shall be laid down by authentic deed.

#### Article 14 – Merger – Liquidation – Dissolution

The General Assembly is competent to confer and decide to proceed to a merger with another Association with a similar object, a liquidation or a dissolution, with a <sup>3</sup>/<sub>4</sub> (three-

fourths) majority of the Members present or represented of the General Assembly.

Article 15 – Minutes – Right of Scrutiny – Announcement

Minutes are drawn up of every Meeting that are signed by the President and the Secretary, as well as by the other Members present of the General Assembly.

Copies or extract of the aforementioned minutes are signed by the President or by the Secretary.

The Members can consult the minutes and the decisions of the General Assembly at the domicile of the Association. Third parties will get notice thereof in the way stipulated by law.

**TITLE IV – ADMINISTRATION – SUPERVISION**

Article 16 – CED-IADR Board – Members of the CED-IADR Board

The Association is administrated by a CED-IADR Board. The CED-IADR Board has at least 4 (four) and maximally 12 (twelve) Members.

The CED-IADR Board maximally consists of:

	Functions	Term of each mandate in years
1.	President	1
2.	Past President	1
3.	President Elect	1
4.	Secretary	6
5.	Treasurer	6
6.	1. Councilor	3
7.	2. Councilor	3
8.	Member	3
9.	Member	3
10.	Member	3
11.	Member	3
12.	Member	3

GL  
Vscrutine.

Handwritten signature/initials.

The first three functions are related to the organization of the annual General Assembly of the Association, which means that the President Elect will automatically become the President for the next year and the Past President for the following year.

If there is no annual General Assembly of the Association, the President will exercise his duty one year longer.

The functions of Treasurer and of Secretary can be held by one and the same person.

The Secretary, the Treasurer and the Councilors are eligible for re-election.

The Councilors are representing CED-IADR at the IADR annual Council Meeting. If the actual member number exceeds 1000, an additional third Councilor can be appointed.

The Members are part of the CED-IADR Board for 3 (three) years. Nevertheless a Member can be nominated for Councilor. The Councilors are recommended by the CED-IADR Board. All Members of the CED-IADR Board are elected by the General Assembly.

If, in-between two General Assemblys functions fall vacant, the CED-IADR Board can ad interim appoint Members to replace the absentee for the remaining term of the mandate concerned, irrespective of the reason for the termination of their mandates.

The CED-IADR Board shall take care of the replacement of the Members, if there remain less than 4 (four) Members.

At the next General Assembly, the Members will or will not confirm the appointment.

The Members ad interim of the CED-IADR Board, appointed as aforementioned,

It send the  
PER-IADR  
board

Handwritten signature/initials.

Handwritten signature/initials.

will continue the mandate of their predecessors, until the expiration of the term of office of their predecessors. They will ~~be~~ stop being Members of the CED-IADR Board in the event of resignation, decease or loss of the Membership of the Association.

#### Article 17 -- Appointment -- Dismissal

The Members of the CED-IADR Board are both appointed<sup>✓</sup> and dismissed by the General Assembly by simple majority of the votes present or represented of the Actual Members. The deeds regarding the appointment<sup>✓</sup>, the dismissal and the termination of office of the Members of the CED-IADR Board and, if the occasion arises, of the persons authorized to represent the Association, drawn up according to the law, must be made public by deposition in the file of the association on the graft of the court and be published in the *Bijlagen tot het Belgisch Staatsblad*.

They are appointed for a definite period of time, yet can be at any time dismissed by the CED-IADR Board or by the founders. Where appropriate they are heard firstly.

The mandate of the members (*natuurlijke personen*) of the CED-IADR Board is concluded at death, voluntary dismissal, ~~onbekwaamverklaring~~<sup>✓</sup> dismissal by the CED-IADR Board or the founders, or by a decision of the *Rechtbank van Eerste Aanleg* where the domicile of the association is established.

The mandate of the members (*rechtspersonen*) of the CED-IADR Board is concluded in case of dissolution, declaration of bankruptcy, procedure of judicial reorganisation, voluntary dismissal, dismissal by the CED-IADR Board or the founders, or by a decision of the *Rechtbank van Eerste Aanleg* where the domicile of the association is established.

In case the number of members of the CED-IADR Board falls back under legally minimum, members remain in function until their replacement have been foreseen.

The first members of the CED-IADR Board are appointed in the establishment certificate by the founders.

#### Article 18 -- Remuneration

The mandate of a Member of the CED-IADR Board is unpaid.

#### Article 19 -- Advice

The CED-IADR Board has the right to associate with advisors (elected amongst the Members of the Association or outside), or to appoint these temporarily or definitively, who can contribute to the progress of the Association. The CED-IADR Board will bear the costs of their services.

#### Article 20 -- Competence

The CED-IADR Board administrates the Association and represents it in and out of court. It has the competence to do all acts for the realization of the Association's object, to the exclusion of the competences that are reserved to the General Assembly by the law of June 21 1921 regarding the non-profit associations, the international non-profit associations and the foundations, amended by the [Belgian] Royal Decree of May 31 2004.

#### Article 21 - Meetings

The CED-IADR Board will be convened as often as necessary and at least twice a year, by the President or by the Secretary, in the interest of the Association.

The CED-IADR Board is convened by the President.

The notice convening the meeting is possible by letter, fax, electronic mail or some other communication way.

The evocation mentions day, hour and place and contains the agenda.

The CED-IADR Board is conducted by the President.

Every member of the CED-IADR Board can give an authorisation to another member at letter, fax, electronic mail or some other communication way to represent him on a meeting of the CED-IADR Board. A member can have no more than one authorisation. The CED-IADR Board can meet by tel. or videoconference. The before-mentioned rules of deliberation apply.

#### Article 22 – Decisions

Decisions are taken by simple majority of the votes. In case of equal votes, the vote of the President is decisive.

#### Article 23 – Minutes

The decisions of the CED-IADR Board are laid down in the minutes and are signed by both the President and the Secretary. *or the Secretary.*

#### Article 24 – Rules of Procedure

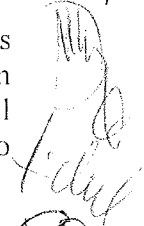
The CED-IADR Board is authorized to lay down internal rules with regard to the relations between the Association and its Members. The CED-IADR Board can set up committees that are oriented towards particular matters. The CED-IADR Board appoints the Members and the President of each Committee, the Committees report to the CED-IADR Board.

#### Article 25 - External Representation

Without prejudice to the general power of representation of the CED-IADR Board as a college, the Association is represented for its acts, including the ones in which intervenes a public or ministerial official, and in court, by the President together with the Treasurer<sup>tt</sup> of the Association. The President and the Treasurer<sup>tt</sup> each can also represent the Association separately.

The person responsible for all decisions is deemed to be the President, unless he has been deprived of his competences by the CED-IADR Board or unless they have been allotted explicitly to the CED-IADR Board by the law of the bylaws. The President will see to it that the decisions of the CED-IADR Board are executed. In addition, he will see to it that the activities of the Association are carried out regularly.

*For the Secretary*



### **TITLE V - FINANCIAL YEAR - REVENUE - ANNUAL ACCOUNTS -BUDGET**

#### Article 26 - Financial Year

The financial year starts each year on January 1 and ends on December 31 of each year.

*1/1*

#### Article 27 - Sources of Revenue

The sources of revenue consist of:

- i. yearly Membership fees;
- ii. subsidies and donations;
- iii. meeting revenues ;
- iv. meeting dividends from other IADR-meetings ;
- v. interests, revenue, bonds and other guarantees the Association might possess;
- vi. all other sources of revenue, on condition that they do not conflict with imperative law or other regulations.

The funds of the Association can only be used within the scope of the objective mentioned in article 4 and of the present bylaws. The Members of the Association do not get shares in the revenues of the Association.

*3*



No one can take advantage from the expenditures that do not reflect the basic interests of the Association or from disproportionate refunds.

#### Article 28 - Annual Accounts - Budget - Discharge

Each year, the CED-IADR Board draws up the annual accounts of the previous financial year, according to article 53 § 1 of the law of June 27 1921, as well as the budget for the next financial year. The General Assembly approves the annual accounts and the budget at its next meeting.

Upon approval of the annual accounts and the budget, the General Assembly decides on the discharge to the Members of the CED-IADR Board.

If the association reaches at the end of the annual accounts at least two of three limits mentioned in the law, she keeps an accountancy and makes a annual account in accordance with the *boekhoudwet* of 17 July 1975, except adaptations because of its particular nature.

Associations must dedicate the monitoring of their financial situation, of the annual account and of the regularity of the achievements to one or more commissioners if she meets the criteria stipulated in Article 53 § 5 of the law of 27 June 1921.

### **TITLE VI - DISSOLUTION AND LIQUIDATION**

#### Article 29 - Dissolution

Except for the cases of judicial dissolution, only the General Assembly can proceed to the dissolution according to the legal stipulations, notwithstanding the possible other applicants to dissolution as in Article 55 of the law of 27 June 1921

The dissolution requires the approval of a three-fourths (3/4) majority of the Members present or represented of the General Assembly.

In case of voluntary dissolution the General Assembly, or in the absence thereof the court, appoints one or more liquidators, and also determines their competences.

#### Article 30 – Liquidation

In the event of dissolution the General Assembly will, according to the Belgian law, determine how the net remaining Association assets, upon pay-off of the debts and the charges, be transferred to an Association, service or work, or several of these, appointed by the General Assembly, and which will approximate as closely as possible to the purposes of the present Association, assets which is in any case are intended for a disinterested purpose that lies as closely as possible to the purpose of the association.

The deeds, invoices, notices, disclosures and other pieces from the association, have to mention then the name of the association immediately preceded or followed by the words "*internationale vereniging zonder winstoogmerk in vereffening*".

### **FINAL OR TRANSITIONAL PROVISIONS**

#### 1. Appointment of the first Members of the CED-IADR Board

All before-mentioned founders of the association have met after the formation of the association at a General Assembly and decide to appoint by unanimity following members of the CED-IADR, members who intervene here and accept:

- Mister VAN MEERBEEK Bartholomeus, as secretary and treasurer;
- Mister HICKEL Reinhard, as a President;
- Mister SANZ ALONSO Mariano, as a Councilor;
- Mister SCHMALZ Hans, as a Councilor ;
- Mister GOLDBERG Michel, as a Member.

#### 2. First Financial Year and next General Assembly



In derogation to article 26 and by way of exception, the first financial year starts on the day that the Association acquires legal personality (at the deposition of an extract of the deed of formation at the registry of the competent Commercial Court) and ends on December 31, 2010. The next General Assembly will be held on July 16, 2010.

### 3. Costs

The Apparers declare that the costs, expenditures, remunerations and charges, under whatever form, that come to the Association, or that have been charged to it as a consequence of its formation, amount to the sum of 2.200,20 Euros.

### 4. Power of Attorney

The Apparers grant power to Mister VAN MEERBEEK Bartholomeus, with possibility of subrogation, to fulfill and execute all formalities that result from the formation of this Association. This in general comprises the power of attorney to perform all necessary or useful formalities that will allow the foundation to start its activities.

This power of attorney amongst other things entails the following acts:

- appealing to granting legal personality at the Ministry of Justice in accordance with Article 50 paragraph 1 of the law of 27 June 1921;
- the fulfillment of the necessary formalities to proceed to the deposition of the establishment certificate and the Royal Decree where legal personality is granted to the association, and to do the publication obligations at the graft of the *rechtbank van koophandel* and at the *Bijlagen tot het Belgisch Staatsblad*.

## **TITLE VII – MISCELLANEOUS STIPULATIONS**

### Article 31 – Election of Domicile

For the execution of the present byelaws, each Member of the General Assembly and each Member of the CED-IADR Board, commissioner or liquidator, domiciled abroad, who has not communicated a valid election of domicile in Belgium to the Association, will be considered to have elected domicile at the domicile of the Association, where any notice, reminder, summons and notification addressed to him can be effected in a valid way.

### Article 32 [sic] – Legislation

For all that is not explicitly provided for in the present byelaws, reference is made to the law of June 27 1921 regarding the non-profit associations, the international non-profit associations and the foundations.

### **ARTICLE 9 [sic] VENTOSE LAW**

The parties recognize that the undersigned Notary Public has pointed out to them that each party has the free choice to appoint another Notary Public or to have itself assisted by a counselor, in particular when conflicting interests or unbalanced clauses are found.

The parties hereupon declared that, in their opinions, there is no contradiction of interests and that they consider all stipulations in the present deed as balanced and that they accept these.

The parties also confirm that the Notary Public has duly informed them on the rights, the obligations and the charges resulting for them from the present deed and that he advised them in an impartial way.

### **DOCUMENT DUTIES (Belgian Code on Miscellaneous Duties and Taxes)**

The document duties, owed on the present deed, amount to ninety-five Euros (95 EUR). The undersigned Notary Public certifies that these duties have been paid in his hands.

V. European  
Union  
Hilal  
ES-  
17/4  
9

# WHEREOF RECORD

Drawn up and passed at our office at Leuven.

After explanation of the present report and upon reading out in full of these and English translation of it of which a free English translation will remain been attached to present report - the Appearers have signed with Us, Notary Public.

*[Handwritten signatures in blue ink]*  
*[Signature]* *[Signature]* *[Signature]*  
*[Signature]* *[Signature]* *[Signature]*

Geregistreerd *elf* bladen *van* renvoeien  
te Leuven 2e kantoor der Registratie  
op *04 FEB. 2010*  
boek *6/210* blad *75* vak *10*  
Ontvangen: vijftwintig euro (25 EUR)  
De Ontvanger

*[Signature]*  
WALLYN P.