

Part B**Copy to be published in the annexes to the Belgian State Gazette after depositing the notarial deed at the court registry**

Barcode *14019341*	Deposited 03 October 2011 Registry of the Commercial Court of Mechelen
Annexes to the Belgian State Gazette – 17/03/2011	<p>Company no: 834.308.084</p> <p>Name (in full) European Senior Organisation (abbreviated) ESO</p> <p>Legal form: vzw (Non-profit organisation)</p> <p>Registered office: Sint-Jansstraat 32, 1000 Brussels</p> <p>Subject of the deed: Registration following the move of the registered office</p> <p>The general meeting of 5 November 2010 decided to move the registered office of vzw European Senior Organisation as of 1 January 2011 to the Sint-Jansstraat 32, 1000 Brussels. The articles of association have been amended in accordance with the Belgian laws on non-profit organisations and have been adopted by the same general meeting on 5 November 2010:</p> <p>TITLE I : NAME – REGISTERED OFFICE – OBJECTIVE – TERM</p> <p>ARTICLE 1 The non-profit organisation is called: European Senior Organisation, abbreviated: ESO</p> <p>ARTICLE 2 The registered office of the organisation is located at Sint-Jansstraat 32, 1000 Brussels and falls under the authority of the judicial district of Brussels.</p> <p>It can only be moved by the general meeting providing that the rules required to amend the articles of association as described in these articles of association are observed.</p> <p>ARTICLE 3 ESO aims for the following objectives:</p> <ul style="list-style-type: none"> ° Perpetuate and spread the basic ideas of the Party of European Socialists (PES). ° Contribute to the achievement of the objectives and programme of the PES in the context of its operations. ° Promote and safeguard the social, cultural and economic interests of seniors in Europe. ° Improve the social position of seniors in Europe. Therefore, the ESO takes a clear stand on topics related to ageing, intergenerational solidarity, medical care, consumer protection, social security and economic protection (pensions and annuities) and also publishes these opinions. ° Strengthen the participation and active involvement of seniors in social life. ° Represent and defend the interests of seniors in European boards, especially in the European Parliament, the European Commission and the Council. <p>This list is not exhaustive. The organisation can perform all acts which are directly or indirectly related to its objective.</p>

Indicate on the last page of Part B – Recto Name and capacity of the executing civil-law notary, or the person(s) authorised to represent the legal person with respect to third parties
Verso Name and signature

The organisation may hold all moveable and immovable property in beneficial or legal ownership, sell or rent such property.

The organisation may perform subordinated acts of a commercial nature and use the income thereof to achieve its objective.

ARTICLE 5

The number of members is unlimited, but must be at least three.

The organisation has working members. The full membership, including voting right at the general meeting, is only for the working members. Working members are members who sign the articles of association at the time of incorporation and those whose name is mentioned in the register of members kept at the organisation's registered office. The legal provisions only apply to the working members.

ARTICLE 6

Members who can affiliate to the organisation include representatives of legal persons/factual organisations which are accepted as such by the general meeting on suggestion of the Board of Directors and who meet the following conditions:

* Senior organisations/association aiming for the same objective as contained in article 3 of these articles of association

* All departments or persons who, within the PES network (member organisations, parties) are responsible for the policies on seniors

Every accepted legal person/factual organisation is entitled to a maximum of 4 representatives in the general meeting.

ARTICLE 7

Observers can attend the General Meeting and Board of Directors and can, subject to permission from the chairman, address the General Meeting and the Board.

These persons do not have voting rights.

ARTICLE 8

The legal persons/factual organisation, represented by the working members, pay a memberships fee which will be set annually by the Board of Directors and which will maximum amount to EUR 1,000.

ARTICLE 9

Every member can at all times quit the association. The resignation must be notified to the Board of Directors by registered letter. The resignation shall take effect after the general meeting has been notified.

ARTICLE 10

The exclusion of a member can only be pronounced by the general meeting with the majority of two thirds of the votes of the attending or represented members.

Resigning or excluded members and their legal successors do not participate in the assets of the organisation and can therefore never claim the return or compensation of the contributions or payments made.

TITLE III: BOARD OF DIRECTORS

ARTICLE 11

The organisation is managed by a Board of Directors, composed of the members mentioned under art. 5 and 6.

The Board of Directors consists of at least three members. If the general meeting has only three members, the Board of Directors will consist of only two persons. In any case the number of Directors must always be less than the number of members of the general meeting.

ARTICLE 12: Duration of the office of Director

Directors are elected for renewable periods of 3 years.

ARTICLE 13: Voting procedure and remuneration of Directors

Directors are elected by the general meeting with an ordinary majority, regardless of the members who are present and/or represented. The office of Director is unsalaried.

ARTICLE 14: Termination of office and dismissal of Directors

The office of Director ends by discharge by the general meeting, by voluntary resignation, by death or, in case of legal incompetence.

The discharge by the general meeting is decided by ordinary majority of the attending and/or represented members. However, it must be explicitly mentioned on the agenda of the general meeting.

A Director who resigns voluntarily must notify the Board of Directors thereof in writing. This resignation will take immediate effect unless this resignation causes the minimum number of Directors to drop below the statutory minimum. In this case, the Board of Directors must convoke the general meeting within two months, which will ensure a replacement of the relevant Director and which will notify him thereof.

ARTICLE 15: Authority of Directors

The Board of Directors manages the business of the organisation and represents it in and out of court. It is competent for all matters, except those which are explicitly reserved for the general meeting in the Law. It acts as claimant and defendant, in all court proceedings and decides about whether or not certain judicial recourses will be used.

The Board of Directors issues house rules which it deems necessary and useful.

The Board of Directors can only validly decide if the majority of the Directors is present. Decisions are made by normal majority of votes. In case of unanimous votes, the vote of the chairman of the vote of the person replacing him will be decisive.

The Board of Directors performs its mandate as a board.

The Board of Directors grants a right of signature to the chairman, the secretary and the treasurer. In order to validly represent the non-profit organisation and for all financial transactions two of the three signatures are always required.

ARTICLE 16

The Board of Directors is convoked by the chairman or by two Directors.

The meetings of the Board of Directors are presided by the chairman. If he is unable to attend or absent, the meeting will be presided by the oldest of the attending Directors.

ARTICLE 17

Minutes are recorded of every meeting, which have to be signed by the chairman and the secretary and which are registered in the register kept to this end. The extracts must be presented and all other deeds are validly signed by the chairman and the secretary. If these Directors are not present, two other Directors can validly sign these documents.

ARTICLE 18

The Board of Directors can elect a chairman, a secretary, a treasurer and any other function required for the adequate operations of the organisation.

They are elected by the Board of Directors by an ordinary majority, which decides validly about this if the majority of the Directors is present.

ARTICLE 19: Daily management

The Board of Directors can elect a daily management.

This management is elected by ordinary majority by the Board of Directors, which can validly decide about this if the majority of Directors is present.

Acts of daily management are understood to be all acts which have to be performed day after day to ensure the normal operations of the non-profit organisation and which, either because of their minor importance, or out of the necessity to take an urgent decision, do not require or call for action of the Board of Directors.

The leave of office of the daily management can take place:

- a) on a voluntary basis by a member of the daily management itself by submitting a written resignation to the Board of Directors
- b) by dismissal by the Board of Directors by ordinary majority which can make a valid decision if the majority of Directors is present. The decision in this respect by the Board of Directors must be notified to the person in question within seven calendar days by registered letter.

The decisions taken by the day-to-day management, which meets as a board, is always taken by joint consultation between the members.

ARTICLE 20: Auditors

The organisation can appoint one or more auditors.

The auditors are appointed by the general meeting among the members, natural persons or legal persons, of the Institute of Auditors.

TITLE IV: GENERAL MEETING

ARTICLE 21

The general meeting is composed of all working members and is presided by the chairman of the Board of Directors, or by the oldest of the attending Directors.

However, a member can be represented at the general meeting by another member. One member can only represent one other member. Every member has only one vote at the general meeting.

ARTICLE 22

The general meeting is solely responsible for:

- amending the articles of association,
- electing and dismissing the Directors,
- appointing and dismissing the auditors and setting their remuneration in case a remuneration is assigned,
- the discharge of the Directors and auditors,
- the approval of the budget and the accounts,
- the voluntary dissolution of the organisation,
- the appointment and exclusion of a member of the organisation,
- the conversion of the organisation in a company with a social objective,
- the determination of the annual contribution of members,
- all cases in which it is required pursuant to these articles of association.

ARTICLE 23

The general meeting is validly convoked by the Board of Directors or by the chairman every time the objective of the organisation requires it.

It must be convoked at least once a year to approve the accounts of the previous year and for the budget of the next year, and this within six months after the closing date of the financial year.

ARTICLE 24

The Board of Directors is also required to convoke the general meeting when 1/5 of the working members requests so from the Board of Directors by registered letter, stating the items on the agenda. In this case the Board of Directors is required to convoke the general meeting within 15 working days stating the requested items on the agenda.

ARTICLE 25

The convocations to the general meeting must, in order to be valid, be signed by the chairman, or two Directors. All working members must be convoked by ordinary letter or by registered letter at least eight working days before the meeting.

ARTICLE 26

The letter of convocation, stating the place, day and time of the meeting, contains the agenda, which is determined by the Board of Directors. Every items proposed in writing by 1/20 of the working members must also be mentioned on the agenda. This item must obviously be signed by 1/20 of the members and submitted to the chairman of the Board at least two working days before the meeting. Items which are not on the agenda cannot be discussed at the meeting under any circumstances.

ARTICLE 27

In ordinary cases the decisions are made by ordinary majority of the attending and represented votes. In case of unanimous votes the vote of the chairman or the person presiding the meeting at that moment will decide.

ARTICLE 28: amendment of articles of association

An amendment of the articles of association can only be decided if the amendments is stated in detail on the agenda and if 2/3 of the working members is present or represented. If this number is not reached, a second meeting can be convoked, as determined by the articles of association, and at which the meeting can take a valid decision regardless of the number of attending members. This second meeting may not be held within 15 calendar days following the first meeting. Besides, for every amendment of the articles of association a majority of 2/3 of the

attending or represented votes is required, also at the second general meeting. The objective of the organisation can only be amended with a majority of 4/5 of the votes.

ARTICLE 29

In case of voluntary dissolution of the organisation, the same rules as described for the amendment of the objective of the organisation are observed.

ARTICLE 30

A majority of 2/3 of the votes is required to exclude a member. When a member is excluded this must also be mentioned on the agenda and the member must be invited to allow for his defence.

ARTICLE 31

Minutes are made of all meetings, signed by the chairman and the secretary, sent to the members by ordinary letter and entered in a special register. This register can be accessed at the organisation's registered office by members and interested third parties. Extracts are validly signed by the chairman and the secretary or by two Directors and, failing this, two members of the general meeting.

TITLE V: ACCOUNTS AND BUDGETS

ARTICLE 32

The financial year of the organisation runs from 1 January to 31 December.

The Board of Directors closes the accounts of the past financial year and prepares the budget for the next financial year. Both are presented to the general meeting for approval within six months after the closing date of the financial year.

TITLE VI: DISSOLUTION AND LIQUIDATION

ARTICLE 33

Except in cases of judicial dissolution and dissolution by action of the law, only the general meeting can decide to dissolve the organisation if 2/3 of its members are present or represented at the meeting and a 4/5 majority agrees with the voluntary dissolution of the organisation. The proposal of voluntary dissolution of the organisation must explicitly be mentioned on the agenda of the general meeting.

If no 2/3 of the members is present or represented at the general meeting, a second general meeting must be convoked to validly deliberate regardless of the number of attending or represented members provided a 4/5 majority agrees to dissolve the company.

In case of voluntary dissolution the general meeting or, failing this, the court will appoint one or two liquidators. It will also set the powers, as well as the conditions of liquidation.

The assets shall, after clearing all liabilities, be transferred to a socialist association which is associated to the socialist sickness fund and of which the objective is as closely related as possible to the present organisation and which will be indicated by the general meeting.

ARTICLE 34

For everything not provided or arranged for in these articles of association the Act of 27 June 1921 amended by the Act of 2 May 2002 will apply.

The general meeting appointed the following Directors:

Marc Elchardus, Alexander Markelbachstraat 91, 1030 Schaarbeek (Belgium), born in Sint-Truiden on 28.12.1946

Erika Drecoll, Rennbahnallee 7,18059 Rostock (Germany), born in Rostock on 02.07.1937

Ralf Friberg, Larpelansvagen 8B,

Hilde Hawlicek, Wolsteingasse 32/3, 1210 Vienna (Austria), born in Vienna on 14.04.1942

Ana Bartol, Ravnice 2a, 49214 Vel. Trogovice (Croatia), born in Sanski Most on 1.11.1946

Nemethne Jankovics Gyorgyi, Soproni u. 53, 9028 Györ (Hungary), born in Siofok on 26.12.1958

Kamil Vajnorsky, Vajnorska 1, 83104 Bratislava (Slovakia), born in Trnava on 26.03.1940

Erik Lentze, Lambalgerkom 18, 3831 RP Leusden (Netherlands), born in Bogor, Indonesia on 18.08.1941

Antonin Hanzalik, Zeranovska 998/18, 79601 Prostejov (Czech Republic), born in Prostejov on 17.10.1935

Longin Pastusiak, A. Niepodleglosa 151/21, 02-555 Warsaw (Poland), born in Lodz on 22.08.1935

Jan Moens, Edinburgstraat 11 bus 3, 1050 Elsene (Belgium), born in Antwerp on 16.05.1978

Karl Blecha, Gentzgasse 129, A-1180 Vienna (Austria), born in Vienna on 16.04.1933

Corry Maes, Mispelarenstraat 16, 3070 Kortenberg (Belgium), born in Leuven on 14.01.1964

Luc Carsauw, Zeedijk 161 bus 51, 8301 Heist aan Zee (Belgium), born in Reet on 15.06.1956

Jan Hofste, Klaverstraat 12, 5571 HT Bergeyk (Netherlands), born in Losser on 27.07.1942

In their midst and according to the articles of association, the Directors appointed:

Marc Elchardus as chairman

Jan Moens as secretary

Erik Lentze as treasurer

Director,
Corry Maes

Director,
Luc Carsauw