

INTERNATIONAL FEDERATION OF DASEINSANALYSIS

International non profit-making association,
In Brussel (1000 Brussel), rue Leys 18

INCORPORATION - APPOINTMENTS

IN TWO THOUSAND THIRTEEN.

On April fourth.

Before **Matthieu DERYNCK**, associate notary of Brussels.

In his office, in Brussels, rue de l'Association, 30.

-* HAVE APPEARED *-

1. Mr. Hans Dieter FOERSTER, born in Graz (Austria), on July 22nd 1944, residing in 1090 Vienna (Austria), SchwarzschanierstraÙe 15/8/1/11, represented by Mr. Ado HUYGENS, hereafter mentioned, by virtue of a private proxy which shall remain attached hereto.

2. Mr. Josef JENEWEIN, born in Innsbruck (Austria), on January 28th 1970, residing in 8704 Herrliberg (Switzerland), Seestrasse 113, represented by Mr. Ado HUYGENS, hereafter mentioned, by virtue of a private proxy which shall remain attached hereto.

3. Mr. Alain, said Ado, HUYGENS, born in Brussel, on May 16th 1957, residing in 1000 Brussel, rue Leys 18.

Hereinafter called: "the appearing parties".

The appearing parties have requested us to hereby establish the articles of association of an international non profit-making association which they declare to have jointly incorporated in accordance with the law of the twenty seventh of June nineteen twenty one, under the condition precedent of approval by the Ministry of Justice.

-* MEMORANDUM OF ASSOCIATION *-

TITLE I : Designation, Registration office, Purpose, Term

Article 1 : Denomination

The association is called : "International Federation of Daseinsanalysis" (hereafter "IFDA").

Article 2 : Registered office

The registered office shall be located at Brussels (1000 Brussels), rue Leys 18, judicial district of Brussels.

Article 3 : Aim – activities

The purpose of the IFDA is :

- To unfold and make the essence of Daseinsanalysis known;
- To promote the creation of national associations and to provide them with minimum guidelines in which they may develop;
- To federate the Daseinsanalytic national associations into an international association;
- To promote the teaching and research in the areas of daseinsanalytic, phenomenology, anthropology, and Daseinsanalytical therapy;
- To organize seminars, presentations, courses, and conventions;
- To support scientific publications and reviews of Daseinsanalytic orientation;

- To establish contacts with other psychotherapeutic and philosophicschools;
- To spread out Daseinsanalysis in the scientific, clinical and psychotherapeutic world.

With a view to reach its goal, the IFDA may in particular organize any kind of event, such as expositions, conferences, symposiums, seminars, and in general to develop all activities which contribute directly or indirectly to the fulfilment of the above-mentioned non profit-making aim, including, within the limits of the legal stipulations, secondary commercial profit-making activities whose proceeds shall be entirely allocated to the fulfilment of its non profit-making aim.

Article 4 : Duration

The IFDA will last for an unspecified duration.

TITLE II : Members

Article 5: Members

The number of members is unlimited.

The IFDA is composed of five different kinds of members:

5.1 Effective member: this category is composed of:

a) *effective group member* : associations or institutions of a daseinsanalytic orientation acknowledged by IFDA (International Federation of Daseinsanalysis). An effective group member is represented by two official effective members appointed by their executive board and approved by the executive board of the IFDA – called delegates – who can participate in the general assembly and vote. All the effective members of an effective group member can participate to the general assembly but cannot vote. The manual of policies determines the appointment conditions for the delegates.

b) *Individual temporary effective member* : natural persons from countries without a national association acknowledged by IFDA. He or she can participate in the general assembly and vote. There will be only one individual temporary effective member per country.

c) *members of the board of directors*.

The manual of policies determine the number of effective members.

5.2 Individual affiliated member: natural persons from countries without a national association acknowledged by IFDA and which a individual temporary effective member has already been appointed. They can participate in the general assembly but have no voting right.

5.3 Supportive member: persons or associations or corporations that want to financially support the IFDA. They (One person/subscription) can participate in the general assembly as observer and have no voting right.

5.4 Honorary member: The general assembly may, upon a proposal of the Exectuive Board (hereafter the "EB"), appoint as honorary member any individual person having acquired merit in the sector of Daseinsanalysis. Honorary members can participate in the general assembly but have no voting right, unless a contrary decision of the G.A.

Article 6 : Conditions and formalities of admission

To become a member as defined in 5.1., 5.2., 5.3., 5.4., the candidate has to present a written petition to the executive board by specifying to which category it would like to belong. The general assembly will decide on its eligibility.

Article 7 : Conditions and formalities of exit

Membership expires with the resignation, expulsion of a group or natural person member, or dissolution of the group person member .



I. Resignation

Notice of resignation must be presented to the executive board in writing before the end of a business year.

Any member failing to pay its contribution within the three (3) months of the reminder sent by registered letter shall be deemed to have resigned

II. Expulsion.

The general meeting, consisting of half of the members, shall decide by a two thirds majority of the votes of members, present or represented, to exclude a member guilty of a serious offense against the purpose of the IFDA and laws of honour and propriety.

Prior to this decision, the general meeting shall hear the defence of the concerned party or its representative.

Article 8 : Membership fees

The manual of internal policies and procedures (hereafter the "MIP") will specify the amount of the members' fees. The amount of the fee may be different regarding the categories of members and according whether it is a natural person or a legal entity.

TITLE III : General Assembly (G.A.)

Article 9: Composition

The general assembly (hereafter "G.A."), the highest making-decision organ of the IFDA, is attended by all the members of the IFDA having the right to vote and is chaired by the president or, in case of absence, by the first vice-president. For the effective group members, each association has the right to appoint two delegates maximum per country. Only these delegates may vote in the name of their association.

Only the effective member mentioned under points 5.1. may vote.

An effective member can act as proxy for another effective member from the same country. Each effective member can have only one proxy.

Article 10 : Competences

The general assembly is the organ of regulation and approval of the management of the IFDA by the executive board. It is vested by the power given by the law or these statutes. Its competences are among others :

10.1: Modify the statutes by two-thirds majority;

10.2: Appoint, suspend or expel the effective members, the president or a member of the executive board by two-thirds majority;

10.3: Give the ethical quietus by simple majority;

10.4: Give the financial quietus by simple majority;

10.5: Dissolve the IFDA and appoint the liquidators by two-thirds majority.

Article 11 : Convening notices – deliberations

All the members are convened by email at least once every three years by the executive board at least in the month preceding the general assembly. The convening has to specify the date, the place, the schedule and the agenda. If an effective member has any suggestion or wishes to add a new item on the agenda, he has to mention it by letter or email to the secretary or the president at the latest 10 days before the meeting. One third of the members or one half of the executive board can request any time an extraordinary general assembly. It has to meet within ninety days after the petition is filed.

The general assembly is effectively formed if two-thirds of the effective members are present or represented. The resolutions are taken by a simple majority of the votes, except otherwise provided in these articles.

Article 12: Minutes

Except for the notarial deeds, for each general assembly, the secretary has to make a report of each general meeting and has to send it to the effective members at least a month before the next general meeting. The first point on the agenda of the AG is always the reading and the approbation of the last report. It has to be signed by the present restricted executive board. Every effective member can consult the register where all the reports are compelled.

Resolutions reached by the general meetings which are of particular interest for all members shall be brought to the attention of the latter by e-mail. Resolutions which are of interest to third parties shall be communicated in the form of extracts

Article 13: Vote

Each effective member shall have one vote.

In case of a tie in a vote, the president's choice is the casting vote.

Article 14: Amendments of the articles of association

Amending these statutes can be done on the basis of a proposition from any effective member, that shall mention the changes to the board of directors, that shall relay them to the general meeting, after consultation with the executive board and / or the president.

Any decision to amend the articles shall validly be taken by a majority of two thirds of the votes of the members present or represented.

TITLE IV: Executive Board (E.B.)

Article 15: Composition

Subject to Title IIIIV, the IFDA is managed by the executive board which is formed by 5 to 15 effective members appointed by the general assembly.

Each effective member can send his candidature by e-mail or letter to the E.B.

With the exception of the President who is to be elected by the general assembly, the board appoints its own committee among its members: Treasurer, Secretary and Vice-president(s).

Article 16: Competences

The executive board shall possess extensive powers concerning the administration and management of the IFDA. Furthermore, the executive board exercises all powers that are not expressly reserved to the general assembly by the law or these articles of association.

Article 17: Deliberations

A board member unable to attend a meeting may appoint another board member as its proxy by ordinary letter, email, telegram, fax or by any electronic means, as long as they can printed to be appended to the minutes and that the proxy confirms the receipt of the electronic mandate, to represent him and vote on his behalf. However, no board member may thus represent more than two of his fellow members.

The executive board is legally formed to take decisions only if two-third of its members are present or represented, including at least the president or the first vice-president with a president's proxy or by the restricted executive board which always includes at least the president or the first vice-president with a president's proxy, the treasurer, the secretary and two members of the executive board.

Its decision are taken by a majority of the votes of the directors present or represented.



Article 18: Day-to-day management

The executive board is in charge of managing the IFDA's day-to-day business.

Article 19: Duration of the mandates

The administrators are elected for a four years term by the general meeting, by a majority of two-thirds of its members. There are no restrictions regarding the renewal of the mandates. A mandate is automatically renewed unless a director expressly asks for it.

The directors may be revoked by the general meeting at any time.

The director's term of office shall end immediately if the board member in question loses his status of full member for any reason whatsoever.

The administrator has to be concerned by the IFDA through be present at least once every three year to a meeting.

Article 20: Representation

The IFDA is validly represented in legal proceedings and elsewhere by two board members acting jointly. Within the limits of their mandates, it is validly represented by special proxies.

The executive board may appoint experts or commissions for special tasks.

In case of dispute or lawsuit, the president or his representative has to defend the reputation of the IFDA.

Article 21: Convening notices

The executive board is convened by the president at least once a year, which can be included in the organization of a general assembly. The convening has to specify the date, the place, the schedule and the agenda. If a member of the executive board has a suggestion for the various or wishes to make a remark, he has to mention it by mail or letter to the secretary and the president.

Article 22: Suspension of a member.

In case of emergency, the executive board can vote by an absolute majority the temporary suspension of a member, suspension which has to be ratified by the next general assembly.

Article 23: Minutes

For each executive board, the secretary has to make a report and has to send it to his members at least in the month before the next executive board. The first point of the agenda of the following meeting is always the lecture and the approbation by a simple majority of the last report. It has to be signed by the bureau of the executive board.

Every effective member as well as any board member can consult the register where all the reports are compelled.

Article 24: Rights of the board of Directors' members

Executive board members have the same voting rights in the general assembly as all other members.

TITLE V: Policies and Procedures**Article 25: Manual of policies**

The executive board edits a manual of policies and procedures which has to be ratified by each general assembly each time that this manual is amended.

TITLE VI: Account and Budget**Article 26: Accounting year**

The accounting year begins on January 1st to end on December 31st.

The annual accounts of the previous financial year shall be submitted each year to the approval of the nearest ordinary general meeting following the drawn-up of the accounts.

The treasurer proposes each year for the quietus the accountancy to the board which will be ratified at least once every three years by the general assembly.

Article 27: Budget

The executive board represented by his treasurer proposes the budget for the next year to the vote of the general meeting.

TITLE VII: Dissolution, Liquidation

Article 28:

The dissolution requires a resolution adopted by a two-thirds majority of the general assembly. The general meeting shall appoint the liquidator(s), establish their powers and the mode of the dissolution.

Article 29:

After the settlement of the losses, the net assets shall be assigned to a charitable foundation or non-profit association, the goal of which shall be as close as possible to the aim of the IFDA and that must be non-profit.

TITLE VIII: Temporary disposition

The IFDA is managed by the executive board which is formed by 3 effective members, called directors, until the first extraordinary general meeting which will take place in 2014.

-* FINAL PROVISIONS *-

Founders, present or represented as stated above, shall take the following decisions unanimously, that shall only become effective as of the acquisition by IFDA of the legal personality.

A. Appointment of first board members.

By exception to article 15 of the articles of association, the number of board members is initially set at three (3) until the first extraordinary general meeting.

The following persons are appointed as board members:

1. Mr. Hans Dieter FOERSTER, aforementioned, represented by Mr. Alain, said Ado, HUYGENS, as mentioned above .
2. Mr. Josef JENEWEIN, aforementioned, represented by Mr. Alain, said Ado, HUYGENS, as mentioned above; and,
3. Mr. Alain, said Ado, HUYGENS, aforementioned.

The board members' appointments shall automatically be renewed at the end of the four years period provided in article 19 of the articles of association, unless it is expressly requested by the director.

Two board members acting jointly shall validly represent the association.

The board members shall not be remunerated for their functions.

B. Auditors

No auditor is appointed, as it is estimated that the company will not meet the criteria set out in article 17 of the law of 27 June 1921 relating to non profit-making associations during its first financial year.

C. Chairman of the board of directors – secretary.

The persons appointed herein as board members, present or represented as stated above, hereby declare that they unanimously take the following decisions:

- is appointed to act as chairman of the board of directors, for the duration of his appointment as board member: Mr. Alain, said Ado, HUYGENS, aforementioned, present as stated and who accepts.



- is appointed to act as secretary for the duration of his appointment as board member: Mr. Josef JENEWEIN, aforementioned, as mentioned above and who accepts through his proxy.

D. First financial year.

The first financial year shall commence on the date on which the association acquires a legal personality, and shall end on 31 December two thousand and thirteen.

E. Start of business.

The activities of the IFDA shall begin on the day of the King's decret which recognizes it.

F. Powers.

All powers, including power to sub-delegate, are to Mrs. Stéphanie Ernaelsteen and Catherine LELONG, acting separately, in order to file the recognition request with the Ministry of Justice and to act in name of IFDA until the latest obtains the legal personality.

G. Right of writing

The right to writings (Various rights and fees Code) amounts to ninety-five euro (95 EUR) and is paid on declaration of the undersigned Notary

H. Legality

The undersigned notary confirms, in the frame of this incorporation, the respect of the applicable legal dispositions.

IN WITNESS WHEREOF.

This deed was executed at the date and place stated above.

After it had been read in full and commented on, it was signed by the appearing parties and the notary.