

THIS IS A NON-SWORN TRANSLATION OF THE DUTCH ORIGINAL VERSION

In this translation 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.

RXB/DHR/2016.000910

INCORPORATION

This day, the thirtieth day of January two thousand and seventeen, there appeared before me, —
Mr Drs Roelf Xander Jan Blokzijl, civil-law notary in Rotterdam: _____

Mr. **Anton Nicolai**, born in Amsterdam on the second day of September nineteen hundred and —
 forty-seven, residing at 3014 HD Rotterdam, Mathenesserlaan 209, holder of the passport with —
 number NWK67P429, married. _____

The person appearing declared to incorporate a foundation which will be governed by the —
 following _____

ARTICLES OF ASSOCIATION _____**Definition** _____

In the articles of association the following terms shall have the meaning as defined below: _____

Affiliated Organisation: an organisation as admitted by the Foundation in accordance —
 with article 3 paragraph 1; _____

Associate Partner: an organisation as admitted by the Foundation in accordance —
 with article 3 paragraph 2; _____

Executive Committee: the board under the articles of association of the Foundation; —

General Board: the body of the Foundation as mentioned in article 6; _____

Foundation: the foundation which organisation is laid down in these articles
 of association; _____

Spokesperson: the member of the Executive Committee as referred to in —
 article 7. _____

Name, offices, liability _____**Article 1** _____

1. The name of the Foundation is: **Stichting EUROCAM**. _____
 Its abbreviated name is EUROCAM. _____
2. It is the EUROpean Complementary and Alternative Medicine Stakeholder Group. _____
3. The Foundation has its registered office in Rotterdam, the Netherlands. _____
4. The Foundation is a legal entity in accordance with and governed by the laws of the —
 Netherlands. _____
5. The Foundation may have its head office, other offices and branch offices anywhere in —
 Europe. It has its secretariat in Europe. _____
6. The liability of the Foundation is limited to its assets. After the initial registration of the —
 deed of incorporation in the Commercial Register of the Chamber of Commerce in —
 accordance with the laws of the Netherlands, a member of the General Board, of the —
 Executive Committee or any other officer of the Foundation shall not be personally liable —
 for any legal act by which he binds the Foundation, unless otherwise provided by the law. —
7. The Foundation has been formed for an indefinite period of time. _____

Objects _____**Article 2** _____

1. The objects of the Foundation are: _____

- a. to highlight the scope and potential of complementary and alternative medicine, also – referred to by the World Health Organization as “Traditional and Complementary — Medicine”, to key politicians and policy makers both in Europe and worldwide in order to ensure that complementary and alternative medicine is fully taken into account — when policy is formulated; _____
 - b. to establish the added value of complementary and alternative medicine for relevant — European and global policies and programmes; _____
 - c. to demonstrate the value of patient-focused and cost-effective treatments via — complementary and alternative medicine services and products; _____
 - d. to demonstrate to health and finance authorities that complementary and alternative – medicine can deliver significant benefit in terms of health economics; _____
 - e. to promote complementary and alternative medicine as a part of integrative medicine and healthcare; _____
 - f. as well, the execution of anything that is connected with or that may attribute to the — aforementioned, in the broadest sense. _____
2. The Foundation shall take due account of the interests of the (professional) groups, as — referred to in article 3 paragraph 1 of these articles, in the performance of its (legal) acts — and resolutions. _____
 3. The object of the Foundation does not include making profit to be distributed to its — founders or officers, nor to other parties, unless the distribution to the latter has an — idealistic or social purpose. _____

Affiliated Organisations / Associate Partners _____

Article 3 _____

1. The Affiliated Organisations of the Foundation are international and/or European umbrella - organisations that possess legal personality pursuant to the law applicable to them, and — that have been admitted as Affiliated Organisations by the Foundation, including but not — limited to organisations consisting of: _____
 - a. patients with an interest in promoting complementary and alternative medicine; _____
 - b. medical doctors with an additional qualification in one or more complementary and — alternative medicine modalities; _____
 - c. practitioners with specific professional accreditation in one or more complementary — and alternative medicine modalities; _____
 - d. veterinarians with an additional qualification in one or more complementary and — alternative medicine modalities; _____
 - e. other authorised healthcare professionals (state registered) with an additional — qualification in one or more complementary and alternative medicine modalities. _____
2. Associate Partners are complementary and alternative medicine organisations that have — been admitted by the Foundation as Associate Partner due to their willingness and ability to participate in the activities of the Foundation. _____

An organisation that wishes to be admitted as an Associate Partner must demonstrate to — the Foundation that (i) it has a structure or statutes that make it inappropriate for it to be — admitted as an Affiliated Organisation and that (ii) it: _____

 - promotes the uptake and use of complementary and alternative medicine in national, –

- European and international health systems; _____
- provides a written undertaking to support the aims, activities and articles of _____ association of the Foundation. _____
3. Only legal entities that have major activities in Europe and their registered office and _____ administration in any European country acceptable to the Foundation may be admitted as – Affiliated Organisation. _____

Article 4 _____

1. An Affiliated Organisation or Associate Partner will be admitted as such by the General _____ Board of the Foundation by a three quarters majority of the votes cast in a meeting where – at least two thirds of the Affiliated Organisations is represented. _____
From the date of the admission of an Affiliated Organisation or Associate Partner (or the _____ date mentioned in the Resolution admitting it), the affiliated organisation or Associate _____ Partner has all the rights and obligations arising from these articles of association up to the date it forfeits its capacity of Affiliated Organisation or Associate Partner. _____
2. The General Board may, by means of the by-laws as referred to in article 8 paragraph 3 of – these articles of association, set further terms and conditions to organisations in order to – qualify as Affiliated Organisation or Associate Partner. However, organisations may not _____ derive any rights from the fulfilment of the said terms and conditions. As for admitting an – organisation as Associate Partner, this will specifically be to the choice and to the sole _____ discretion of the Foundation itself. _____
3. An Affiliated Organisation shall forfeit its capacity as such with immediate effect: _____
 - a. by dissolution or loss of its legal personality; _____
 - b. by virtue of a resolution of the General Board with a majority of two thirds of the votes cast, which resolution may only be taken if the affiliated organisation: _____
 - no longer meets the requirements laid down in the provisions of article 3, _____ paragraph 3; _____
 - acts in breach of the articles of association, the by-laws, or the resolutions of the – Foundation, if it fails to meet its financial obligations towards the Foundation or – prejudices the Foundation in an unreasonable manner. _____
4. An Associate Partner shall forfeit its capacity as such with immediate effect: _____
 - a. by dissolution or loss of its legal personality; _____
 - b. by virtue of a resolution of the General Board with a majority of two-thirds of the votes cast. _____
Such a resolution may only be taken if the Associate Partner: _____
 - no longer meets the requirements laid down in the provisions of article 3 _____ paragraph 2; _____
 - acts in breach of the articles, the by-laws, or the resolutions of the Foundation, if – it fails to meet its financial obligations towards the Foundation or prejudices the – Foundation in an unreasonable manner. _____
5. An Affiliated Organisation or Associate Partner shall furthermore forfeit its capacity as such by notice of termination to the Foundation given in writing at the end of a financial year – and with observance of a notice period of three months. _____

Rights and obligations _____

Article 5

1. Affiliated Organisations have the rights and obligations that accrue to the General Board pursuant to these articles of association. They pay a fee to the amount as determined for them in accordance with article 12 paragraph 5.
2. Associate Partners have the same rights and obligations as have been given to the Affiliated Organisations pursuant to these articles of association, however, with the exception of voting right in the General Board. However, Associate Partners specifically do not qualify as members of the General Board.

General Board**Article 6**

1. The General Board will consist of the Affiliated Organisations.
2. Each Affiliated Organisation shall appoint one individual who will represent the Affiliated Organisation in meetings of the General Board. The Affiliated Organisation may appoint one or more substitute persons.
A substitute delegate is entitled at any and all times to attend the meetings of the General Board, however, only one delegate is entitled to exercise the voting right on behalf of the Affiliated Organisation.
3. Associate Partners do not qualify as members of the General Board.

Executive Committee**Article 7**

1. The General Board appoints the members of the Executive Committee.
2. The Executive Committee will consist of one or more individuals, to which the General Board may appoint one of them with the title "Spokesperson".
3. The Executive Committee oversees the collaboration of the Affiliated Organisations and shall be charged with the day-to-day management of the Foundation.
4. Members of the Executive Committee (including the Spokesperson) are appointed for a period not exceeding three years. A member of the Executive Committee retiring is eligible for reappointment immediately.
A member of the Executive Committee shall not retire upon expiry of the term as long as the General Board has not (re)appointed a member.
5. Membership of a member of the Executive Committee is terminated:
 - a. by the death of a member;
 - b. when a member loses the right to dispose of their property;
 - c. by written resignation (retiring);
 - d. by discharge granted by the General Board;
 - e. by removal pursuant to section 2:298 of the Dutch Civil Code.

Article 8

1. The Executive Committee shall be charged with the general management of the Foundation and the control and disposition of the Foundation's property.
The Executive Committee shall be accountable to the General Board for its general management and the General Board has the right to advise on the general management of the Foundation.
2. The Executive Committee is authorized, with prior approval from the General Board, to

determine by-laws in respect of any subject concerning the Foundation. Provisions of such by-laws conflicting with these articles of association or with the Netherlands Civil Code shall be null and void.

3. The General Board may, by means of the by-laws or otherwise, determine that individual members of the General Board are charged with specific management duties and may give members of the General Board such titles as it may deem fit and proper.

Representation

Article 9

1. The Foundation is legally represented by the Executive Committee.
2. The Executive Committee may confer power of attorney to officers and other persons by virtue of a special decision within the limits and under the conditions as it may deem fit.

Voting rights

Article 10

1. Each Affiliated Organisation shall have one vote within the meeting of the General Board. Associate Partners do not qualify as members of the General Board and as such do not have voting rights in the General Board.
2. A member of the General Board may have himself represented at the meeting by means of a power of attorney in writing that is deemed satisfactory by the chairman of the meeting.
3. The Executive Committee may exclude the use of powers of attorney with respect to certain items on the agenda of the General Board meetings in accordance with what will be set out in the by-laws.

Meetings and resolutions

Article 11

1. Meetings of the General Board are held at any place to be determined by the General Board or the Executive Committee.
2. At least one meeting is held each calendar year.
3. Meetings will furthermore be held each time when one fourths of the Affiliated Organisations consider it desirable and make a written request to the Executive Committee specifying the matters to be dealt with.
If the request is not acceded by the Executive Committee in such way that the meeting can be held within three weeks after the request is made, the persons requesting the meeting may convene it themselves with due observance of the required formalities.
4. Upon invitation by the General Board, an Associate Partner may attend the meeting of the General Board. The Associate Partner has only an advisory role at such meeting.
5. The notice to convene the meeting, except for the stipulations referred to in paragraph 3, must be in writing and sent by the Spokesperson, at least seven days in advance, excluding the date on which the meeting is convened and that on which the meeting is held.
6. Besides time and place, the notice convening the meeting must specify the subjects to be discussed.
7. Insofar as these articles do not prescribe a larger majority, all resolutions of the General Board will be passed by a three quarters majority of the votes cast in a meeting where at least two thirds of the Affiliated Organisations are represented.
If one fourth of the Affiliated Organisations represented at a meeting requests an

unanimous vote on a resolution of the General Board, such resolution may only be adopted unanimously by the Affiliated Organisations present or represented at that meeting of the — General Board. —

8. If the representatives of all members of the General Board are present at a meeting, — resolutions may be adopted on all matters, provided the representatives present have a — mandate from their organisation to make decisions, and provided they are passed — unanimously, even if the provisions for convening and holding meetings have not been — observed. —
9. The General Board appoints the chairman of the meeting. —
10. Minutes must be taken of the proceedings at each meeting by a person designated by the — General Board. The minutes are adopted and signed by the chairman and a representative — of one of the Affiliated Organisations. —
11. The General Board may only take valid resolutions at a meeting if the majority of the — members in office is present or represented at the meeting. —
12. The General Board can decide to adopt resolutions outside a meeting, provided that all — members have been given the opportunity to state their views in writing or e-mail. The — secretary must make a record of a resolution adopted, which will be co-signed by the — chairman and added to the minutes, together with the answers received. —
13. If the votes are equally divided in a vote on business matters, the motion will be rejected. —
14. Blank votes will be considered as not having been cast. —

Financial year, fee —

Article 12 —

1. The financial year shall coincide with the calendar year. —
2. The Executive Committee shall keep records of the equity position of the Foundation in — such a manner that its rights and obligations can be derived from these records at all times.
3. Annually, within six months of the end of the financial year, notwithstanding extension of — such period of such term with a maximum of four months by the Executive Committee due to special circumstances, the Executive Committee shall have drawn up and adopt a report — regarding the activities within the past financial year. Such a report shall include a balance — sheet and a statement of income and expenses, —
4. The Executive Committee shall be under the obligation to keep the documents referred to — in this article in its custody for at least seven years. —
5. The General Board may resolve that the Affiliated Organisations pay an annual fee as — reimbursement for the facilities and support of the Foundation including costs of the — secretariat and other expenses determined by the General Board, as to be determined from year to year, notwithstanding the possibility of an Affiliated Organisation to pay a higher — amount. —
The Executive Committee is obliged to draw up a priority list and budget for the next — financial year and to submit this to the General Board. —
6. More detailed elaborations regarding the fees are set out in the by-laws. —
7. Associated Partners may be requested to make an annual donation to the Foundation by — the General Board. —

Amendment of articles of association, dissolutions —

Article 13

1. Upon proposal of Executive Committee, the General Board shall be authorized to amend — these articles of association and the by-laws, if any, by virtue of a resolution adopted by at — least a two thirds majority of the votes cast. —
2. An amendment of the articles of association shall be effected by a notarial deed before a — Netherlands' notary. The Spokesperson shall be entitled to execute this notarial deed. —
3. The General Board shall be authorized to dissolve the Foundation under the same — conditions as mentioned in paragraph 1 of this article. —
4. The Foundation shall be wound up by the Spokesperson or by a liquidator appointed by the General Board. —
5. The General Board shall determine the allocation of the balance, if any, after liquidation, — which allocation shall in so far as possible be in accordance with the object of the — Foundation. —
6. After liquidation, the books and records of the Foundation shall remain in the custody of — the person designated for this purpose by the liquidator(s) for a period of at least seven — years. —

FINAL PROVISIONS

Finally, the person appearing declared: —
that the incorporator, Mr. Anton Nicolai, aforementioned, is appointed as Spokesperson (the — initial board member of the Foundation) and such for a period of three years; —
that the first financial year of the Foundation shall end on the thirty-first day of December two — thousand and seventeen. —

The person appearing is known to me, civil-law notary. —

WHEREOF THE PRESENT DEED was executed in one original in Rotterdam on the date first — hereinbefore written. After the substance of the deed and an explanation thereon had been — communicated to the person appearing, he stated that he had taken cognisance of its contents — and to agree therewith. Immediately following its limited reading, the deed was signed by the — person appearing and by me, civil-law notary. —