

RXB/REW/ivl/2019.001379.01

CONTINUING TEXT

of the articles of association of the foundation: **Stichting EUROCAM** having its registered office at Rotterdam (the Netherlands) and its principal place of business at 3014 HD Rotterdam, Mathenesserlaan 209 (the Netherlands), registered with the Dutch Commercial Register under file number 67945864, as established at the amendment to the articles of association by deed of amendment to the articles of association, executed on 17 June 2020 before *Mr Drs R.X.J. Blokzijl*, civil-law notary in Rotterdam.

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;
Secretary-General:	the member of the Executive Committee as referred to in article 7.

Name, offices, liability

Article 1

- The name of the Foundation is: **Stichting EUROCAM**.
Its abbreviated name is EUROCAM.
- It is the EUROpean Complementary and Alternative Medicine Stakeholder Group.
- The Foundation has its registered office in Rotterdam, the Netherlands.
- The Foundation is a legal entity in accordance with and governed by the laws of the Netherlands.
- The Foundation may have its head office, other offices and branch offices anywhere in Europe. It has its secretariat in Europe.
- 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.
- The Foundation has been formed for an indefinite period of time.

Objects

Article 2

- The objects of the Foundation are:
 - 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 "Secretary-General".
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 Secretary-General) 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. If unable to attend a meeting of the General Board, an Affiliated Association may be represented by another Affiliated Association. This representative can cast a vote as their proxy at a General Meeting. The representative may vote according to the stated wishes of the Affiliated Association unable to attend, or according to the wishes of the appointed proxy Affiliated Association. The signed proxy with date and signatures is handed over to the secretary. _____
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 Secretary-General, 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. _____

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 the Executive Committee, the General Board shall be authorised 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 in a meeting where at least two _____
thirds of the Affiliated Organizations are represented. _____
2. An amendment of the articles of association shall be effected by a notarial deed before a _____
Dutch civil notary. The Secretary-General 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 Secretary-General 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. _____