



VAN DOORNE N.V.

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CONTINUOUS TEXT of the articles of association of the foundation: **Stichting HealthNet Transcultural Psychosocial Organization**, following a deed of amendment to the articles of association dated 18 October 2019, executed in the presence of Saskia Laseur-Eelman LLM, civil-law notary practising in Amsterdam.

ARTICLES OF ASSOCIATION

Article 1. Name and seat

- 1.1 The name of the foundation is: **Stichting HealthNet Transcultural Psychosocial Organization**.
- 1.2 Its short name is: **HealthNet TPO**
- 1.3 The foundation has its official seat in the municipality of Amsterdam.

Article 2. Object

- 2.1 The object of the foundation is:
to contribute towards a lasting improvement of the health, including the mental health, of vulnerable groups of the population who are facing exclusion, and furthermore to do all that may either directly or indirectly be related or conducive to this, all this in the broadest sense.
- 2.2 One of the ways in which the foundation attempts to achieve this objective is by developing the most efficient possible methods to that end, tailored to the specific circumstances, to apply these in practice through development projects, consultancies, the provision of information to the public, research and other activities which may serve this purpose, and to spread the knowledge thus developed among local partners, international fellow organizations and among the Dutch population.
- 2.3 The foundation seeks to be a public benefit organization and does not operate for gain.

Article 3. Relations with third parties

The foundation may independently initiate and perform its activities, or apply these in collaboration with other organizations, both locally and internationally. The foundation seeks to obtain broad international support, inter alia by actively forming part of relevant networks, and where necessary by initiating these, and by entering into partnerships with relevant organizations.

Article 4. Capital

- 4.1 The capital of the foundation will be made up of:
 - a. subsidies, donations and contributions;
 - b. income from the foundation's activities;
 - c. funds acquired by the foundation through testamentary dispositions, legacies or in any other lawful manner;



- d. income from the foundation's capital.
- 4.2 The board is authorized to accept testamentary dispositions under the benefit of inventory only and may reject these
- 4.3 The foundation's capital must be used towards achieving its objectives. Neither a natural person nor a legal entity may dispose of the foundation's capital as if it were his or its own.
- 4.4 The capital maintained by the foundation may not exceed the amount which is reasonably required for the continuation of the foreseen activities for the benefit of its objects. However, it is permitted for the foundation to preserve acquired capital if such has been determined by a testator or donor.

Article 5. Board; composition, appointment, retirement

- 5.1 The foundation's board consists of at least five (5) and not more than nine (9) natural persons, to be determined by the board.
- 5.2 Board members are appointed (co-option), suspended and dismissed by the board. A decision to appoint, suspend or dismiss a board member is governed by the provisions of articles 8.5 and 8.6, with the proviso that the board member whose suspension or dismissal is up for discussion will not be involved in the decision-making process.
- 5.3 The chairman may be appointed as such, or the board may appoint a chairman from their midst
- 5.4 The board may appoint a treasurer and a secretary from their midst. The positions of treasurer and secretary may be held by the same person.
- 5.5 The recruitment and selection procedure for members of the board is performed in accordance with a procedure to be determined by the board. When members of the board are recruited, selected and appointed, a profile is used, specifying the essential qualities for the vacant position. The profile is drawn up by the board.
- 5.6 The board members are appointed for a maximum period of four years. The board members retire in accordance with a retirement rotation schedule to be drawn up by the board. A member retiring in accordance with the rotation schedule may at once be reappointed for a maximum period of four years, but with a maximum of one term only.
- 5.7 Any vacancies shall be filled as soon as possible. In the event of one or more vacant positions in the board, or in the event of the absence or inability to act on the part of one or more board members, the board shall retain its powers. When the board is missing, either in whole or in part, and this situation is not or cannot be provided for in accordance with the provisions of article 5.2, the district court, at the request of any interested party (including former board members and employees of the foundation) or the Public Prosecution Service may ensure that the vacant position(s) is/are filled. When so doing, the district court shall to the greatest extent possible observe the articles of association.
- 5.8 The board members receive no remuneration, neither indirectly nor directly. Payment of a reasonable amount to cover the expenses incurred for the benefit of the foundation is not regarded as remuneration. All payments made to the board members will as such be included and accounted for in the annual accounts.



- 5.9 Annually the board assesses and reviews the functioning of the board as a whole, the management and the way they function in relation to each other. The manner of assessing and reviewing may be worked out in greater detail in regulations.
- 5.10 A board member ceases to be in office:
- a. as a result of his death;
 - b. through his retirement, whether or not in accordance with the rotation schedule referred to in 5.7;
 - c. by being declared bankrupt or by being granted a suspension of payments or by having the debt restructuring scheme for natural persons declared applicable to him as referred to in the Dutch Bankruptcy Act;
 - d. due to his being placed under guardianship, as well as by a court decision whereby administration is instituted over one or more of his items of property;
 - e. through his dismissal, granted by a court of law in the cases provided for by the law;
 - f. through his dismissal granted by the board.

Article 6. Board; duties and powers

- 6.1 The board is charged with the management of the foundation. The board determines the policy, adopts the financial guidelines and bears the ultimate responsibility for the day-to-day management. When performing its duties and powers, the board shall be guided by the objects and interests of the foundation and its organisation.
- 6.2 The board is authorized to decide to enter into agreements to acquire, dispose of and encumber property subject to registration and to enter into agreements whereby the foundation binds itself as surety or joint and several debtor, warrants performance for a third party or acts as guarantor for the debt of a third party and represents the foundation in respect of these acts.
- 6.3 The board draws up a policy plan, or long-term policy plan, plus the corresponding budget. A policy plan, or long-term policy plan, shall be in agreement with the foundation's objects under the articles of association and among other things provide an insight into the activities to be performed by the foundation, the way in which financial resources are acquired, the management of the capital and the way in which it is spent. The board is charged with (the supervision of) the implementation and effectuation of the programmes and activities contained in the policy plan, or long-term policy plan.
- 6.4 The board facilitates and supports the activities of the volunteers involved with the foundation. The board is under an obligation to provide interested parties with the opportunity to make known their ideas and wishes. The board aims for transparency in accounting for (the supervision of) the policy and activities towards the interested parties. The board adopts a procedure on the basis of which interested parties may put forward their complaints.

Article 7. Board; representation

- 7.1 The foundation is represented by the board or by two board members acting jointly.
- 7.2 The board may grant a continuous power of attorney to one or more persons to represent the foundation. The person so authorized shall represent the foundation with



due observance of the limits of his power of attorney.

Article 8. Board; decision-making

8.1 Board meetings are held as often as these are convened by the chairman or at least two of the other board members, but at least once every six months.

8.2 Board meetings are convened by the chairman or by at least two of the other board members, alternatively on behalf of any of these by the secretary, in writing and stating the items to be discussed, at not less than five days' notice. If the meeting is not convened in writing, if items are discussed which were not mentioned in the notice convening the meeting, or if the meeting is convened less than five days before the date for which it has been scheduled, valid resolutions may nevertheless be passed, provided all the members are present and none of the board members opposes this way of decision-making.

In these articles of association in writing shall mean: by mail, by e-mail or by any other electronic means of communication capable of transmitting a message which is legible and reproducible, unless expressly stated otherwise.

8.3 Board meetings are held in the place to be determined by the person convening the meeting.

8.4 The meetings may be attended by the board members and by those admitted by the board members present at the meeting. A board member may have himself represented by a fellow board member duly authorized by him for that purpose in writing. A board member may represent not more than one fellow board member at the meeting.

8.5 Each board member has the right to cast one vote. To the extent that no larger majority is prescribed by the articles of association, all board resolutions shall be passed by an absolute majority of the valid votes cast. If the votes are equally divided on a proposal, the proposal will be put on the agenda of a subsequent meeting of the board of directors. If in this next meeting the votes are again equally divided, the proposal will be deemed to have been rejected.

8.6 Valid resolutions may be passed only, if all the board members have been convened with due observance of the above provisions and if more than half of the board members are present or represented. If the rules regarding the convening of meetings have not been observed, valid resolutions may nevertheless be passed by a unanimous vote in a board meeting attended by all board members.

8.7 All votes will be by voice. However, the chairman may decide that voting will be by ballot. If the vote concerns an election of persons, any attending person with voting rights may also demand that the vote will be by ballot. Written votes are cast by means of unsigned ballot papers.

8.8 The meetings are chaired by the chairman; in his absence the meeting will be chaired by a board member designated by the board from their midst.

8.9 Of the proceedings in the meeting minutes will be drawn up by a person designated for that purpose by the chairman of the meeting, which minutes will be adopted in that same or in the next meeting and in witness thereof signed by the chairman and the minutes secretary.



- 8.10 The board may meet by telephone, by video conference or by way of another means of communication, provided all board members attending such a meeting can hear each other. A board member may attend a board meeting by telephone, by video conference or by way of another means of communication, provided that board member can at all times hear all other board members present at that meeting and can be heard by those other board members.
- 8.11 Board resolutions may also be passed without a meeting being held, provided this is done in writing and all board members have expressed themselves in favour of the proposal concerned. Approval of this way of decision-making may be expressed by electronic means. Such resolutions are added to the minutes.
- 8.12 A board member shall not take part in the consultations and the decision-making process, if he has a direct or indirect personal interest in the matter, which runs contrary to the interest of the foundation. His presence will not be counted when determining a quorum. The decision in question will in that case be made by the other board members. When all the board members have a direct or indirect personal interest in the matter, which runs contrary to the interest of the foundation, the decision in question shall be made by the board in writing and substantiated with reasons, by a unanimous vote.

Article 9. Incompatibilities, conflict of interests and other positions

- 9.1 There must be no close family ties or similar relationships within the board.
- 9.2 The board members are independent and shall act ethically. They shall beware of a conflict of interests, avoid any unwanted conflicts of interests and opposing interests and shall handle any conflict of interests in a transparent and considerate manner.
- 9.3 A board member shall report the existence of an actual or potential conflict of interests in any form whatsoever to the board, or its chairman, at the same time providing all the relevant information. In the event of an actual or potential conflict of interests with regard to the chairman, this must be reported to the board by that person. In the board regulations it is set forth in greater detail in which cases a conflict of interests is permitted or desirable, in which cases a conflict of interests and opposing interests are undesirable and how to deal with this.
- 9.4 A person in respect of whom, in the view of the board, a conflict of interests exists which is inconsistent with the membership of the board, cannot become a member of the board.
- 9.5 Board members shall allow the interests of the foundation to prevail over their own interests. The board members as well as their spouses, registered partners and blood relations and relations by marriage up to the third degree must not, either directly or indirectly, gain any personal financial advantage from any supplies made to or agreements made with the foundation.
- 9.6 A board member shall disclose his other positions to the board, or its chairman. The board member who wants to accept or continue a paid or unpaid position, or ancillary position, which may be in conflict with the interests of the foundation and its organisation, requires the approval of the board. The board may set down the criteria for granting or withholding its approval in regulations.



Article 10. Management board

- 10.1 The board may institute a management board, made up of one or more natural persons, to be determined by the board.
- 10.2 A managing director is appointed, suspended and dismissed by the board.
- 10.3 Under the supervision of the board the management board shall among other things be charged with the day-to-day management and the implementation of board resolutions. The board supervises the day-to-day affairs and the way these are implemented.
- 10.4 The powers of a managing director are set down in a written power of attorney granted by the board to the managing director, which power of attorney must be signed by the board members authorized to represent the foundation and by the managing director.
- 10.5 When determining the amount and the structure of the remuneration to be paid to the management board, account will be taken by the board of the foundation's idealistic character, the required professionalism and the Richtlijn Beloning van Directeuren van Goede Doelen Nederland (guideline for the remuneration of directors of charitable organisations in the Netherlands), or the regulations replacing that guideline.

Article 11. Financial year and annual report and accounts

- 11.1 The foundation's financial year coincides with the calendar year.
- 11.2 The board is obliged to keep records of the financial position of the foundation and of everything concerning the foundation's activities, in accordance with the requirements arising from these activities, and to keep the corresponding books, documents and other data carriers in such a way that the foundation's rights and obligations can be known from them at any time.
- 11.3 Not later than one month before the end of each financial year the managing director draws up a draft budget for the next financial year, in which the policy and the financial guidelines are clearly set forth. Annually before the thirty-first day of December preceding the next financial year the board adopts the budget.
- 11.4 Annually within six months from the end of the financial year the board is obliged to draw up and set down in writing the foundation's annual report (the annual accounts and the directors' report). The foundation shall structure its annual report in accordance with the Richtlijn 650 fondsenwervende organisaties (650 fundraising organisations guideline), unless it appears from laws or regulations that a different guideline is to be followed.
- 11.5 The foundation may instruct, and if obliged to do so, shall instruct the accountant to audit the annual accounts.
- 11.6 The annual report is drawn up by the board within six months from the end of the financial year. In evidence of the annual accounts having been adopted, these shall be signed by each board member. If the signature of any of them is missing, the reason for this shall be mentioned.
- 11.7 The foundation shall publish its annual report within six months from the end of the financial year.
- 11.8 The board is obliged to keep the books, documents and other data carriers referred to in the previous paragraphs for a period of seven years, without prejudice to the



provisions of article 11.19 below.

- 11.9 The data stored on a data carrier, with the exception of the balance sheet and the paper statement of income and expenditure, may be transferred to and stored on another data carrier, provided the data concerned are transferred correctly and completely and remain available for the entire period of storage and may be reproduced in writing within a reasonable period of time.

Article 12. Committees

The board may resolve to set up or abolish committees and/or working parties and/or other organs, such as an advisory body. At least one member of the board has to form part of a committee or working party.

Article 13. Regulations and code of conduct

- 13.1 The board the board is entitled, and where required by these articles of association, obliged, to adopt one or more sets of regulations providing for matters which are not provided for in these articles of association, or to further provide for matters denoted in these articles of association. The board is entitled to amend such regulations and, to the extent that they are not mandatory in nature, to cancel these.
- 13.2 Regulations must not be in conflict with these articles of association.
- 13.3 The board adopts a code of conduct containing an explicit description of the standards and values and of the way in which in *inter alia*, but not exclusively, the following areas of attention should be dealt with: abuse of power, corruption, fraud, theft, financial violations, interpersonal violations, such as sexual harassment, aggression and discrimination.

Article 14. Amendment to the articles of association

- 14.1 The board is entitled to decide to amend the articles of association.
- 14.2 A decision by the board to amend the articles of association requires a majority of three fourths of the votes, cast in a meeting attended by all the members. If a meeting in which a proposal to amend the articles of association is to be discussed is not attended by all the members, a second meeting will be convened, to be held not earlier than two and not later than four weeks from the date of the first meeting. In this second meeting, which must be attended by at least more than half of the board members, legally valid decisions may be made on the matter by a majority of two thirds of the votes cast.
- 14.3 A notice whereby the meeting is convened in which an amendment to the articles of association is to be proposed, must be accompanied by a copy of the proposal in question, containing the verbatim text of the proposed amendment.
- 14.4 An amendment to the articles of association shall not enter into force until after a notarial deed has been drawn up thereof. Each board member is entitled to have such a deed executed.
- 14.5 The board is obliged to submit an officially certified copy of the amendment, as well as the amended articles of association, at the office of the trade register, maintained by the Chamber of Commerce.

Article 15. Legal merger and legal division

- 15.1 The foundation may merge with one or more other legal entities. A decision to merge



may be adopted only pursuant to a proposal to that effect, drafted by the boards of the merging legal entities. In the foundation the decision to merge is made by the board.

15.2 The foundation may be a party to a division. A division means both a split-up and a split-off. A decision to split the foundation may be adopted only pursuant to a proposal to that effect, drafted by the boards of the splitting legal entities. In the foundation the decision for a division is made by the board.

15.3 A decision to merge and a decision to split the foundation are furthermore governed by the relevant provisions of Book 2, title 7 of the Dutch Civil Code.

15.4 The decision by the board to merge and/or to split the foundation is by analogy governed by the provisions of article 14.2 of these articles of association.

Article 16. Dissolution

16.1 The board is entitled to dissolve the foundation.

16.2 The decision by the board to dissolve the foundation is by analogy governed by the provisions of article 14.2 of these articles of association.

16.3 Any credit balance will be paid out to a fiscally recognized public benefit organization to be designated by the board, whose objects are similar to those of the foundation, or to a foreign institution exclusively or almost exclusively pursuing the public benefit, whose objects are similar to those of the foundation.

16.4 Following the dissolution liquidation will be performed by the board members, or by one or more persons or legal entities to be appointed by the board.

16.5 After the liquidation, the books, documents and other data carriers of the dissolved foundation must be kept by the person appointed by the liquidators for the period prescribed by the law.

16.6 In all other respects the provisions of Title 1, Book 2 of the Dutch Civil Code apply to the liquidation.

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I certify the above to be a true and full translation from Dutch into English of the original seen by me.

Jouke van der Meij
Sworn translator for the English language
Suze Groeneweglaan 145
1183 EK AMSTELVEEN
THE NETHERLANDS

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