

STATEMENT

Nick van Buitenen, civil-law notary in Utrecht, the Netherlands,

hereby certifies that the translation attached hereto is an unofficial English translation of the articles of association of the association European Forum for Primary Care.

I further certify that at any time the Dutch text shall apply.

The deed of amendment of the articles of association was executed before me, civil-law notary, on the 27th of October, 2015.

Signed in Utrecht, the Netherlands, 28th of October, 2015.



Nick van Buitenen

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ARTICLES OF ASSOCIATION

the name of the association

1. The name of the association is: *European Forum for Primary Care*.

The registered office of the association

2. The association has its registered office in Utrecht.

the period of time for which the association has been formed

3. The association has been formed for an indefinite period of time.

The object of the association

4. The object of the association is:
 - improving the health of European citizens by promoting and stimulating a strong primary care in Europe. The focus of the activities of the association is confined to Europe, for which the definition of the World Health Organization is used;
 - engaging in all other activities that are related to the above in the broadest sense of the term or that may be conducive to the above.

the means by which the association wishes to realize its object

5. The association seeks to realize its object by, inter alia:
 - a. generating knowledge, organizing the exchange of knowledge, advocating specific policies to be adopted by national and international governments and authorities and stimulating research;
 - b. organizing conferences and other meetings, publishing books, magazines and other electronic or paper publications, giving lectures and presentations, carrying out studies and projects, organizing study visits, awarding prizes or grants and financing activities by third parties.

the funds of the association

- 6.1 The funds of the association include:
 - a. membership fees;
 - b. income from its assets;



- c. the proceeds of the events organized by the association;
 - d. subsidies, donations, testamentary dispositions and specific legacies,
 - e. financing following the submission of projects financed by external organizations;
 - f. any other income.
- 6.2. Estates may only be accepted with the benefit of inventory.

the association year

7. The association year runs from the first of July up to and including the thirtieth of June of the next year.

about membership

- 8.1. The association has the following types of members:
- individual members, and
 - institutional members.
- 8.2. Individual members shall be understood to be individuals who register as individual with the association.
- 8.3. Institutional members shall be understood to be organisations that register as organisation with the association.
- 8.4. Where mention is made in these articles of association of "members" or "member", reference is made to both the individual members and the institutional members.

registering for membership

- 9.1. Anyone who wishes to become a member of the association, must apply for membership in writing to the executive board of the association.
- 9.2. The executive board shall resolve on the admission of a member.
- 9.3. If the executive board does not admit somebody as a member of the association, the person rejected must be informed of the rejection, with mentioning of the reason(s) for it, in writing within four weeks after the resolution of the executive board.
- 9.4. In case of a rejection by the executive board, the general meeting may as yet resolve in favour of admission.

about the obligations of members

- 10.1. Members must pay an annual fee determined by the general meeting.
- 10.2. The membership fee is due at the start of the association year; upon termination of membership during the association year there shall be no refund of (part of) the membership fee.



- 10.3. Those who become a member during the association year before January 1st must pay the entire fee. The persons becoming a member during the association year but after January 1 should pay 50% (fifty percent) of the fee.

how membership ends

11. The membership shall end in each of the following cases:
- a. by resignation by the member;
 - b. by termination by the executive board on behalf of the association;
 - c. by disqualification as a member by the general meeting;
 - d. by the death of the member.

about termination of membership by the member

12. If a member wishes to terminate his membership, he must terminate it in writing at least four weeks before the end of the association year.

about termination of membership by the association

- 13.1. The association may terminate the membership of a member if the member fails to pay his membership fee, fails to perform any other obligations towards the association or if it can not reasonably be demanded from the association that it should allow the membership to continue.
- 13.2. Termination of membership on behalf of the association is done by the executive board; the executive board must do so in writing and in doing so, must inform the member in question about the reason(s) for the termination.
- 13.3. The member may lodge appeal against the executive board resolution by which his membership is terminated with the general meeting.

about disqualification as a member

- 14.1. The general meeting may resolve to disqualify a member; it may only adopt such a resolution if the member acts in contravention of the articles of association, the regulations or resolutions of the association or harms the association in an unreasonable manner.
- 14.2. Immediately after such a resolution of the general meeting, the executive board shall inform the member thereof in writing and it shall also include the reason(s) for the disqualification.



about suspending a member

- 15.1. The executive board may suspend a member for a maximum period of eleven months; the executive board must inform the member of its resolution, stating the reason(s) for the suspension.
- 15.2. For as long as his suspension continues, the member shall not be allowed to exercise any of his membership rights, but he is obliged to continue to perform his financial obligations towards the association.
- 15.3. The member may lodge appeal against the resolution of the executive board to suspend him with the general meeting.

about the lodging of appeal by a member

- 16.1. The member that has been suspended or whose membership has been terminated, may lodge appeal with the general meeting; the term within which such a member may lodge appeal is four weeks before the date of the general meeting.
- 16.2. The general meeting must pass a motivated judgment within four weeks after the member has lodged appeal with it and must inform the member thereof in writing.

about the executive board of the association

- 17.1. The association has a executive board consisting of at least five individuals residing in three different countries. The executive board members must be appointed by the general meeting, subject to the provisions of paragraph 3 of this article. If the number of executive board members is less than five, the executive board shall continue to be authorised; in that case the executive board must convene a general meeting to fill in the vacancy(ies) within three months after the number of executive board members has fallen below the number of five.
- 17.2. The general meeting selects the executive board members from among the members of the association. In making such a selection, attention shall be paid to establishing diversity within the executive board in the field of gender, profession and region.
- 17.3. The executive board is authorized to appoint two executive board members, by means of co-optation.
- 17.4. The executive board shall designate a president, a vice-president, a secretary and a treasurer from amongst its members; the position of president is not compatible with another position.
- 17.5. The president, vice-president, secretary and treasurer must be of age.
- 17.6. The executive board or at least five other members of the association jointly may



nominate a candidate for executive board membership; the candidates must declare in writing to be willing to become a executive board member.

- 17.7. Nominations of candidates by other parties than executive board members must, together with the declaration of willingness of those candidates, be submitted in writing or electronically to the secretary of the executive board at least one week before the meeting.
- 17.8. The executive board members shall not receive any other remuneration for their executive board work than an reimbursement for expenses.

about the suspension and dismissal of executive board members

- 18.1. The general meeting may suspend or dismiss executive board members at all times.
- 18.2. If suspension of a executive board member is not followed by dismissal within three months, the suspension shall end.

about the duration and end of executive board membership

- 19.1. The general meeting appoints the executive board members for a period of three years; the executive board members shall be immediately eligible for reappointment one more time. Upon the formation of the association the first executive board member shall be appointed.
- 19.2. The resignation of the executive board members shall occur in accordance with a schedule to be drawn up by the executive board; that schedule may not determine that three of the executive board members holding the position of president, vice-president, secretary and treasurer must resign simultaneously; executive board members appointed to fill interim vacancies shall take the place of their predecessor in the schedule.
- 19.3. Executive board membership shall end:
 - a. by dismissal by the executive board;
 - b. by the end of his membership of the association;
 - c. by resignation by the executive board member himself; if the executive board member resigns, he must observe a term of notice of at least twenty-eight days.
- 19.4. If executive board membership ends by the expiration of the term for which the executive board member had been appointed, and if there has not been appointed a successor yet, the executive board member shall continue to function as a executive board member until the general meeting will have filled the vacancy or has resolved to no longer fill in the vacancy, unless it can not be demanded from that executive board member in all fairness that he should continue his executive board work.



about meetings and the adoption of resolutions by the executive board

- 20.1. The executive board shall meet as often as the president or two other executive board members wish so, but at least four times a year.
- 20.2. The term of notice for a executive board meeting is at least two weeks.
- 20.3. The executive board may only adopt resolutions if at least two / thirds of the number of executive board members is present or represented.
- 20.4. The executive board shall adopt its resolutions by a simple majority of votes cast.
- 20.5. In the event of a tie, the president shall reopen the debate, and if there is a tie again, the president shall decide.
- 20.6. The executive board may also adopt resolutions (in writing) without holding a meeting, provided that all executive board members have given their opinion in writing (including also by means of an electronic data carrier) about the proposal in question.

about limitation of the powers of the executive board

- 21.1. Without the approval of the general meeting the executive board is not allowed to enter into any agreements to acquire, alienate or encumber property subject to registration, nor is it allowed to conclude agreements by which the association binds itself as surety or co-debtor, warrants performance by a third part or provides security for the debt of another party. Only the association itself may invoke the absence of approval of the general meeting.
- 21.2. The executive board is authorised to appoint (a) (paid) employee(s).

about the tasks of the president, secretary and treasurer

- 22.1. The task of the president includes:
 - supervising the enforcement of the articles of association and the regulations and the execution of the resolutions of the association;
 - chairing the meetings of the executive board and of the members;
 - providing strategic leadership for the association;
 - presenting the report of the affairs of the association every year to the general meeting.
- 22.2. The task of the vice-president is: deputizing for the president of the association in case of absence.
- 22.3. The secretary assumes responsibility for:
 - managing the archives of the association;
 - keeping minutes of meetings;



- taking care of the correspondence of the association;
 - preparing the report of the affairs of the association every year.
- 22.4. The treasurer assumes responsibility for:
- the daily management of the funds and keeping the financial records of the association;
 - collecting receivables and paying the debts of the association;
 - preparing the financial report every year;
 - preparing a budget every year.
- 22.4. The executive board must ensure that the general meeting is always capable of taking cognizance of the financial situation of the association and its rights and obligations.

about representation

- 23.1. The association may be represented, not only by the complete executive board, but also by two executive board members acting jointly, one of them being president, vice-president, secretary or treasurer.
- 23.2. The representative authority referred to in these articles of association refers to legal acts with third parties.
- 23.3. The executive board may grant one or more fellow executive board members a general or limited power of attorney to represent the association; such power of attorney must be granted in writing. The executive board shall have to make known a general power of attorney for third parties by publishing it in the Commercial Register of the Chamber of Commerce in the district in which the association has its registered office.
- 23.4. A member may grant power of attorney to another member to represent him at a general meeting to speak and vote there on his behalf; such a power of attorney must be granted in writing; a member may only represent one other member.

about the advisory board

- 24.1. The association may resolve to establish an advisory board. The decision-making regarding establishing and dissolving the advisory board will be effected by the general meeting.
- 24.2. The task of the advisory board is to provide advice to the association and the executive board on the vision, long term strategies and activities of the association, on request and on its own initiative.
- 24.3. The advisory board is composed of a minimum of five and a maximum of twenty member of the association plus the members of the executive board.
- 24.4. The members of the advisory board, not being the members of the executive board, are

appointed by the general meeting for three years. They may be reappointed immediately afterwards, every time for a term of three years. If members of the advisory board must be appointed, the executive board, or at least five other members of the association jointly, will prepare a nomination. The executive board must notify the members of the nomination at least two weeks before the general meeting during which the appointment is taking place.

- 24.5. The general meeting may adopt regulations for the functioning of the advisory board, based on a proposal from the executive board.

about convening general meetings

- 25.1. The executive board shall convene general meetings as often as it deems this necessary, but at least once a year.
- 25.2. The convening of the general meeting shall be done by the executive board by means of a notice on the web site of the association and in writing, including also by e-mail, to the addresses of the members at least fourteen days in advance, not counting the day of the convening notice and that of the meeting. That notice shall mention the items to be discussed.
- 25.3. Agenda items may be submitted up to a date mentioned by the executive board.
- 25.4. The president and secretary of the executive board shall act as chairman and secretary of the general meeting; in the absence of the president, the vice-president shall act as chairman; in the absence of vice-president or secretary, one of the other executive board members shall act as chairman or secretary; if no chairman or secretary can be found in that manner, the general meeting itself shall designate its own chairman or secretary.
- 25.5. If one / tenth of the number of voting members requests so, the executive board must convene a general meeting; those members must submit their request in writing, mentioning the reason(s) for such a meeting; the executive board must then convene such a meeting within twenty-eight days after the request; if the executive board fails to comply with the request within that term, the requesting parties may proceed themselves to convene the meeting in the manner mentioned in this article or by placing an advertisement in at least one popular national newspaper; where necessary the meeting shall designate its own chairman and a person to keep minutes of the subject discussed at the meeting. If the request has been recorded electronically, it shall be deemed to be a written request.
- 25.6. Only members shall have access to the meeting unless the general meeting resolves to invite certain other persons who are not members, to attend the meeting.



about voting and a quorum at general meetings

- 26.1. In meetings, all non-suspended members shall have voting rights. Each member is authorised to attend and speak at general meetings, in person or represented by a person who has been empowered in writing. The requirement of a written form of power of attorney shall have been met if the power of attorney has been recorded electronically.
- 26.2. Individual members shall have one vote per membership and institutional members shall have two votes per institutional membership.
- 26.3. The general meeting shall, if the articles of association do not provide for otherwise, adopt its resolutions by a simple majority of votes cast.
- 26.4. If this has been mentioned at the time of the convening of the meeting, each member entitled to vote shall be authorised to participate, in person or by a person empowered in writing, in the general meeting and to speak there and exercise his voting right by means of an electronic means of communication, provided that the member entitled to vote can be identified through the electronic means of communication, and can take cognizance of the items discussed at the meeting directly, and can participate in the deliberations.
- 26.5. The general meeting is authorized to impose conditions with respect to the use of electronic means of communication by means of regulations. If the general meeting has made use of that power, the conditions shall be made known at the time of the convening of the meeting.
- 26.6. In the event of a tie with respect to any other proposal than the appointment of persons, the proposal shall be deemed to have been rejected.
- 26.7. In the case of the appointment of persons, the person who receives most votes shall have been elected.
- 26.8. Votes cast in writing or through an electronic means of communication prior to the general meeting, but not earlier than on the thirtieth day before that of the meeting, shall be equated with votes cast during the meeting. Voting members must notify the executive board in writing or by means of an electronic means of communication whether they will make use of this possibility ultimately three weeks before the general meeting.
- 26.9. All resolutions that can be adopted in a general meeting, may also be adopted without holding a meeting, provided that all voting members have declared by means of a letter or electronically to be in favour of the proposal and provided that the executive board members have been heard.

about regulations

- 27.1. The executive board shall adopt regulations, where necessary, for its own work.



- 27.2. The executive board shall adopt regulations containing provisions with respect to all subjects that need to be regulated (in more detail). Those regulations shall not be conflicting with the articles of association, and shall need the approval of the general meeting, just like any amendment of those regulations.

about the annual financial documents

- 28.1. Within six months after the end of every financial year the association shall hold its general meeting .
- 28.2. During the annual meeting the following items shall in any event be discussed:
- a. the annual financial documents;
 - b. the report of the audit committee and the appointment of a new audit committee;
 - c. the filling of any vacancies;
 - d. the determination of the membership fee.
- 28.3. The financial annual documents shall in any case include: the annual report of the executive board, a balance sheet, a statement of income and expenditure, and explanatory notes to those documents.
- 28.4. The treasurer shall account for his financial management at that meeting; if the general meeting adopts the annual documents, the treasurer is granted discharge.
- 28.5. Before approving of the annual documents, the general meeting may resolve that those documents must be audited by an accountant or by another expert.

about the budget

29. Within three months before every financial year the executive board shall draw up a budget for the next calendar year and shall send it to the members; that budget must be accompanied by explanatory notes.

about committees and working groups

- 30.1. The general meeting or the executive board are authorised to institute committees or working groups.
- 30.2. Every year the general meeting shall appoint an audit committee consisting of three members that are not allowed to be executive board members, to audit the accounts of the executive board; that audit committee shall report to the general meeting about its findings.



about amendments of the articles of association and dissolution, merger or division of the association

- 31.1. An amendment of the articles of association can only occur pursuant to a resolution of the general meeting, which meeting was convened with the notification that an amendment of the articles of association would be proposed in that meeting.
- 31.2. At least fifteen days before the vote, the proposal that contains the word-by-word text of the proposed amendment, shall be published on the web site, and the proposal must also have been sent to all members by email.
- 31.3. A resolution to amend the articles of association must be adopted by a majority of at least two / thirds of the votes cast. At least fifty percent of the members must have cast a vote.
- 31.4. If not at least fifty percent of the members have voted on a proposed amendment of the articles of association, then a new vote shall occur at least fourteen days later, but ultimately within thirty days after the first vote. With this vote, a resolution to amend the articles of association can be adopted in a legally valid manner by a majority of at least two / thirds of the valid votes cast regardless of the number of votes cast.
- 31.5. An amendment of the articles of association approved of in that manner shall only take effect after a notarial deed of it has been drawn up. Each executive board member shall be authorized to cause that deed to be executed.
- 31.6. The provisions of this article shall apply mutatis mutandis to a resolution to merge or split.

about the liquidation of the assets of the association

- 32.1. After the resolution to dissolve the association, the executive board in its capacity of liquidator must liquidate the assets of the association, unless the general meeting has designated (an) other person(s) as liquidator(s).
- 32.2. The liquidation must occur with due observance of the requirements regarding liquidation in sections 2:23 a up to and including c of the Dutch Civil Code.
- 32.3. Any credit balance upon liquidation must be given an intended use by the general meeting that is consistent with the object of the association to the largest extent possible.
- 32.4. After the liquidation, the annual financial statements and other documents of the dissolved association must be kept in custody for at least seven years by the person for designated for that purpose by the general meeting; within eight days after the liquidation the custodian must list his obligation to keep custody to the office of the Commercial Register of the Chamber of Commerce.

