



## AMENDMENT OF THE ARTICLES OF ASSOCIATION OF FSHD EUROPE

On this thirtieth day of September \_\_\_\_\_  
two thousand and twenty-five, \_\_\_\_\_  
appeared before me, Edwin Cornelis of Luijn, notary practicing in the \_\_\_\_\_  
municipality of West Betuwe, with offices in Waardenburg: \_\_\_\_\_  
Ms. Janna Wilhelmina Gerrie Biesheuvel, office address: Steenweg 67a in \_\_\_\_\_  
Waardenburg, municipality of West Betuwe (postcode 4181AK), born in \_\_\_\_\_  
Nieuwegein on the twenty-eighth of November two thousand and four; \_\_\_\_\_  
acting as authorised representative of: \_\_\_\_\_  
the Association with full legal personality: **FSHD Europe**, with registered \_\_\_\_\_  
office in Baarn and physical office in The Hague, Duinweg 75 (postcode \_\_\_\_\_  
2585 JV), entered into the Chamber of Commerce's trade register under \_\_\_\_\_  
number 52776425; \_\_\_\_\_  
hereinafter referred to as: the "Association".

The appeared person, acting as aforementioned, stated beforehand: \_\_\_\_\_

1. that the Association's current articles of Association are no different \_\_\_\_\_  
than when the Association was founded by means of an instrument \_\_\_\_\_  
executed the twenty-third of May two thousand eleven before M.F. Le \_\_\_\_\_  
Coultre LL.M., then notary of the municipality of Laren; \_\_\_\_\_
2. that, as shown by a copy of the minutes of the General Meeting of \_\_\_\_\_  
Members held on the sixteenth of September, two thousand twenty- \_\_\_\_\_  
five, attached to this instrument, the Association's articles of \_\_\_\_\_  
Association were amended entirely and the appeared person was \_\_\_\_\_  
granted authorisation to execute this instrument. \_\_\_\_\_

Subsequently, the appeared person, acting as aforementioned, stated to \_\_\_\_\_  
amend the Association's articles of Association entirely, so that they now \_\_\_\_\_  
read as follows: \_\_\_\_\_

### "Articles of Association."

#### Article 1.

##### Definitions.

*The following definitions apply to these articles of Association:* \_\_\_\_\_

- *General Meeting:* \_\_\_\_\_  
*the Association's body that is formed by the Association's* \_\_\_\_\_  
*Members who hold a voting right;* \_\_\_\_\_
- *Absolute majority:* \_\_\_\_\_  
*consists of a minium of two-third of all voting members.* \_\_\_\_\_
- *Board:* \_\_\_\_\_  
*the Association's body established in accordance with article 9* \_\_\_\_\_  
*of the articles of association, referred to as 'Supervisory* \_\_\_\_\_  
*Board'.* \_\_\_\_\_
- *Director:* \_\_\_\_\_  
*the one who is named Chief Executive Officer of the* \_\_\_\_\_  
*Association by the Supervisory Board and/or the General* \_\_\_\_\_  
*Meeting;* \_\_\_\_\_
- *Members:* \_\_\_\_\_  
*legal entities or (non-profit) organisations admitted as* \_\_\_\_\_  
*members in accordance with Article 5.1 of the Articles of the* \_\_\_\_\_  
*Association. The term "Members" excludes honorary* \_\_\_\_\_  
*Members, prospective members and benefactors;* \_\_\_\_\_



- *Honorary members:*  
*private persons appointed by the General Meeting as*  
*honorary members in accordance with Article 5.3.;*
- *Prospective members:*  
*applicants whose admission as Members is pending in*  
*accordance with Article 6.;*
- *Benefactors:*  
*those who have declared themselves willing to support the*  
*Association financially with a minimum contribution to be*  
*determined by the General Meeting;*
- *In writing:*  
*by letter, fax or email, or message transmitted by any other*  
*common means of communication that can be received*  
*electronically or in writing provided that the sender's identity*  
*can be established with adequate certainty;*
- *Articles of Association:*  
*the Association's Articles of Association;*
- *Association:*  
*the legal entity to which the Articles of Association relate.*

**Article 2.****Name.**

The Association is named: **FSHD Europe.**

**Article 3.****Registered office.**

The Association has its registered office in **The Hague**, but may have offices/branches elsewhere;

The official language within the Association is English.

**Article 4.****Purpose, funds**

1. The Association's purpose is:
  - a. To find a cure for Facioscapulohumeral dystrophy (FSHD) through good cooperation;
  - b. to promote awareness, understanding, and knowledge of and about FSHD;
  - c. to stimulate, promote, and share experiences and knowledge in the field of care, welfare, support, and diagnosis of individuals and families affected by FSHD;
  - d. to stimulate, promote, and support, financially or otherwise, research into finding a cure or medicine for FSHD;
  - e. to raise funds for the benefit of FSHD scientific research and the development of supporting activities in the broadest sense;
  - f. to cooperate with other national and international FSHD and other organisations dedicated to the field of muscular diseases, as well as with national and international governments, in order to realise the objectives of the foundation;
  - g. to represent the interests of people with FSHD and their families in the broadest sense.

The Association is a non-profit organisation that pursues purposes deemed to be of public interest. It is an independent and autonomous



cross-border entity founded on a permanent basis. \_\_\_\_\_

2. The Association does not seek profit and obtains its funds from: \_\_\_\_\_
  - a. Subsidies from national and international organisations, both public and private; \_\_\_\_\_
  - b. Membership fees; \_\_\_\_\_
  - c. Fees for provided services; \_\_\_\_\_
  - d. Proceeds from collections and promotions; \_\_\_\_\_
  - e. Donations in cash or in kind; \_\_\_\_\_
  - f. Income generated from the Association's assets; and \_\_\_\_\_
  - g. Other means permitted under the laws of the Netherlands. \_\_\_\_\_

#### **Article 5.**

##### **Members. Honorary members. Benefactors.**

1. Members of the Association are legal entities or (non-profit) organisations that, as such, pursue the purpose of the Association, have applied to the board to become Members and have been admitted to the Association as such by the board. \_\_\_\_\_  
Only two Members per country are allowed: the national organisation in the field of (general) muscular diseases, as well as the national organisation in the field of FSHD. \_\_\_\_\_  
In case of non-admission by the board, the General Meeting may still grant admission, even if more than two Members per country are involved. \_\_\_\_\_
2. The Board shall keep a register containing the names and addresses of all Members, their representatives, honorary members, and benefactors. \_\_\_\_\_
3. Honorary members are private persons who have made themselves extraordinarily useful to the Association and have been appointed as such by the General Meeting, on the proposal of the Board, by an absolute majority of the validly cast votes, and who have accepted this appointment. They don't have any voting rights and, it is possible to end the membership of the honorary members by voting in General Meeting. \_\_\_\_\_
4. Benefactors are those who have declared themselves willing to support the Association financially with a minimum contribution to be determined by the General Meeting. \_\_\_\_\_
5. Benefactors have no other rights and obligations than those granted to and imposed on them by or in accordance with the Articles of Association. \_\_\_\_\_
6. Membership of a legal entity shall be deemed to be personal and can therefore not be transferred. \_\_\_\_\_
7. The legal entity-members delegate private persons of their own choice to represent the Member. These persons should preferably be the same persons each time, unless the Board gives its approval for a change. The private representatives must have a mandate from the Member to represent, act and vote for and on behalf of the Member in the Association. \_\_\_\_\_

#### **Article 6.**

##### **Admission.**

1. The Board shall decide on the admission of Members, their \_\_\_\_\_



representatives, and benefactors.

2. In case of non-admission, the General Meeting may still grant admission.

#### **Article 7.**

#### **Termination of membership of Members and Honorary members and termination of the rights and obligations of benefactors.**

- 1a. Membership of the Association ends:
  - a. through cancellation by the Member;
  - b. through cancellation by the Association.

This may take place if a Member no longer meets the membership requirements set by the Articles of Association, if the Member fails to fulfil their obligations towards the Association, or if the Association cannot reasonably be required to continue the membership;
  - c. through expulsion.

This can only be done when a Member acts contrary to the Articles of Association, regulations or resolutions of the Association, or harms the Association in an unreasonable manner.
- 1b. Honorary Membership ends:
  - a. by resignation by the honorary member;
  - b. by resolution of the General Meeting to revoke the honorary membership in accordance with article 5.3;
  - c. upon the honorary member's death.
2. Cancellation by the Association shall be effected by the Board.
3. Cancellation of the membership by the Member or by the Association may only take place by the end of a financial year and giving four weeks' notice.

However, membership may in any case be cancelled by the end of the financial year following the financial year in which the cancellation notice was given.

Furthermore, membership may be terminated immediately if the Association or the Member cannot reasonably be required to continue the membership.
4. Any cancellation contrary to the provisions of the previous paragraph shall cause the membership to end at the earliest permissible time following the date on which the cancellation notice was given.
5. A Member may cancel its membership with immediate effect within one month of being notified of a resolution to convert the Association into another legal form or to merge or demerge within the meaning of Title 7 of Book 2 of the Dutch Civil Code.
6. A Member may also cancel their membership with immediate effect within one month of the Member becoming aware or being notified of a resolution that limits the Member's rights or increases the Member's obligations towards the Association.

In that case, the resolution shall not apply to the Member concerned.

In case of a resolution that alters a Member's financial rights and obligations, the Member may not exclude such resolution for themselves by cancelling their membership.
7. Expulsion from membership shall be effected by the Board.



8. *In case of a decision by the Association to cancel membership on the grounds that a Member has failed to fulfil their obligations towards the Association, and that the Association cannot reasonably be required to allow the membership to continue, and a decision to expel a Member, an appeal may be lodged with the General Meeting within one month of receiving notification of the decision.*  
*The Member in question shall be notified of the decision and the reasons for it in writing as soon as possible.*  
*During the appeal period and while the appeal is pending, the Member shall be suspended, on the understanding, however, that the suspended Member has the right to defend themselves at the General Meeting at which the appeal referred to in this paragraph is dealt with.*
9. *If the membership ends during a financial year, the annual contribution shall nevertheless remain payable in full.*
10. *A benefactor's rights and obligations may be terminated mutually by cancellation at any time, save that the annual contribution for the current financial year shall remain payable in full.*
11. *Cancellation by the Association as referred to in the previous paragraph shall be effected by the Board.*

#### **Article 8.**

##### **Annual contributions. Commitments.**

1. *Members are liable to pay an annual contribution, which shall be determined by the General Meeting.*  
*For that purpose, they may be divided into categories that pay different contributions.*  
*The contribution paid by contributors is voluntary; however, the Board may make proposals to that effect regarding the minimum amount and method of payment.*
2. *In extraordinary cases, the Board is authorised to grant full or partial exemption from the obligation to pay a contribution.*
3. *With the General Meeting's prior approval, the Board is authorised to attach commitments to the membership.*

#### **Article 9.**

##### **The Supervisory Board.**

1. *The Board consists of a number - to be determined by the General Meeting - of at least three (3) and no more than seven (7) natural persons appointed by the General Meeting. Board members shall be chosen from the representatives of the Members of the Association, without prejudice to the provisions of paragraph 2 of this article. Only one board member can be delegated per Member. Board members act in a personal capacity and not as representatives of the legal entity/organisation from which they were appointed to the board.*
2. *The General Meeting may decide that one to two board member be appointed from non-Members.*
3. *Board members are chosen from one or more binding nominations, without prejudice to the provisions of paragraph 4 of this article.*  
*Both the Board and three or more Members are authorised to present such a nomination.*  
*The nomination by the Board shall be announced in the convening*





letter for the meeting.

A nomination by three or more Members must be presented to the Board in Writing before the start of the meeting.

4. Any nomination may be deprived of its binding nature by a resolution of the General Meeting passed by at least two-thirds of the votes cast at a meeting at which at least two-thirds of the Members are represented. If the nomination contains one candidate for a position to be filled, a resolution on the nomination shall have the effect that the candidate is appointed, unless the binding nature of the nomination is taken away.
5. If no nomination is presented, or if the General Meeting decides, in accordance with the previous paragraph, to deprive the nominations of their binding nature, the General Meeting may choose freely.
6. If there is more than one binding nomination, the appointment shall be made from those nominations.

#### **Article 9a.**

##### **Working groups, advisory councils, management, and other staff members**

1. The Association may set up several working groups or advisory councils, whose objectives include safeguarding research and patient interests.
2. The Association may also hire natural persons and appoint a Chief Executive Officer. The Chief Executive Officer answers directly to the Supervisory Board. The Supervisory Board shall determine the remuneration and other provisions and activities of the natural persons employed, insofar as the Association's finances allow.
3. The Board may grant the Chief Executive Officer power of attorney to represent the Association in and out of court. Certain rights and obligations of the Chief Executive Officer, including decisions requiring prior approval of the Supervisory Board, are set out in the Management Statute of the Association. The General Meeting may attach conditions to such power of attorney.
4. The Chief Executive Officer shall render accounts to the Supervisory Board.

#### **Article 10.**

##### **End of Supervisory Board membership. Periodical resignation.**

##### **Suspension.**

1. Any member of the Supervisory Board, even if appointed for a fixed term, may be dismissed or suspended by the General Meeting at any time.  
A suspension that is not followed by a resolution to dismiss within three months shall end by the expiry of that period.
2. Each member of the Supervisory Board shall resign no later than three years after their appointment, according to a resignation schedule to be drawn up by the Supervisory Board, taking into account the fact that, when applicable, the Supervisory Board shall continue to function if several board members are unexpectedly required to resign at the same time in accordance with the prepared schedule.  
The one who resigns is eligible for re-election, on the understanding that a board member may never be in office for more than nine (9)



years in total.

Anyone appointed to an interim vacancy takes the place of the predecessor of the newly appointed director on the schedule.

3. The Supervisory Board membership also ends:
  - a. by termination of membership of the Association in respect of a Supervisory board member chosen from the Members;
  - b. by retirement.
4. The Supervisory Board is responsible for the appointment, suspension and dismissal of the Chief Executive Officer. Termination of the Chief Executive Officer position shall take place with due observance of the applicable employment agreement and relevant employment law provisions.

#### **Article 11.**

##### **Positions on the Board. Decision-making by the Board.**

1. The Board shall choose a president, vice-president and a treasurer from its members.

The Board may choose a substitute for each of them from its members. A board member may hold more than one position.
2. The Board shall meet as often as deemed necessary by one or more of the board members.

The meeting shall be convened - stating the items to be discussed - by the board member on whose initiative the meeting is convened, giving at least eight days' notice.

At the meetings, each board member is entitled to cast one vote. Board members may be represented by another board member by written power of attorney.

Board meetings may be held by means of telephone or video conference, or by any other means of communication, provided that each participating board member can be heard simultaneously by all others. The appointed person shall take minutes of the proceedings of each Board meeting, which minutes shall be approved and signed by the President.

The minutes may also be signed electronically provided that the identity of the signatories can be verified with sufficient certainty.
3. The Board decides by absolute majority of the validly cast votes of all board members present or represented at the meeting and entitled to participate in the decision-making.

The Board may also pass resolutions outside a meeting, provided that they are laid down in writing, that all board members are aware of the resolution to be passed, none of them object to this manner of passing resolutions, and the resolution is passed by absolute majority of the validly cast votes of the board members who are entitled to participate in the decision-making.

In case of equality of votes, the General Meeting shall decide.
4. A board member who has a direct or indirect personal interest that conflicts with the interests of the Association and its affiliated enterprise or organisation shall immediately report this to the other board members and provide all relevant information.

The other board members shall then decide, without the presence of



the board member concerned, whether there is an interest that conflicts with the interests of the Association and its affiliated enterprise or organisation.

If the other board members agree that such a conflict of interest exists, then the board member so conflicted shall not take part in the deliberations and voting regarding matters where such a conflict of interest may arise. Even if the other board members are of the opinion that no such conflict of interest arises, the board member in question may still decide to excuse himself from deliberations and voting regarding matters where the board member in question is of the opinion that an potential or apparent conflict of interest may arise.

5. By-laws may contain further rules concerning the Board meetings and the Board's decision-making.

#### **Article 12.**

##### **Tasks of the Board. Representation. Remuneration.**

1. Subject to the limitations according to the Articles of Association, the Supervisory Board, is not tasked with the daily management of the Association. The Supervisory Board supervises the policy and the management of the Association conducted by the Chief Executive Officer within the Association.

Certain decisions of the Chief Executive Officer require the prior approval of the Supervisory Board, as laid down in the Management Statute of the Association.

2. If the number of board members has fallen below three, the Board remains authorised.

However, the Board is obliged to convene a General Meeting as soon as possible to discuss the filling of the resulting vacancy or vacancies. In case one or more board members are absent or otherwise engaged, the other board member(s) remain(s) responsible for the entire management.

The General Meeting shall ensure that a person is appointed to temporarily manage the Association in case all board members or the sole board member is/are absent or otherwise engaged, which, in these articles of Association, includes in any case the circumstance that

- a. the board member cannot be reached for a period of more than seven days due to illness or other causes; or
  - b. the board member is suspended.
3. The Board are authorised to have certain parts of their task performed under their responsibility by working groups appointed by the Board.
  4. With the General Meeting's prior approval, the Board are authorised to decide to enter into agreements to acquire, alienate, and encumber registered property, and to enter into agreements that bind the Association as surety or joint and several co-debtor, warrant performance by a third party, or provides security for a debt of another, and to represent the Association in respect of such acts.

The absence of the aforementioned approval of the General Meeting may be invoked against third parties.

The Board may delegate this power to the director, subject to the





*General Meeting's prior approval.*

5. *The General Meeting is authorised to subject Board decisions to their approval.  
Such decisions must be described clearly and communicated to the Board in Writing.*
6. *Without prejudice to the provisions of paragraph 4 of this article, the Association is represented by the Board.  
The power of representation also lies with either the president, or the vice-president with one other board member. In case the president or vice-president is absent or otherwise engaged, the Association may also be represented by two other board members together.*
7. *No remuneration may be granted to the board members.  
Board members shall be reimbursed for their expenses on presentation of evidence.*

### **Article 13.**

#### **Board report. Rendering accounts.**

1. *The Association's financial year is equal to the calendar year.*
2. *The Chief Executive Officer is obliged to keep records of the Association's financial situation and of everything concerning the Association's activities in accordance with the requirements arising from those activities, and to store the Associated books, documents, and other data carriers in such a way that the Association's rights and obligations can be known at all times.*
3. *The Board shall provide the General Meeting with a Board report on the state of affairs of the Association and the policy pursued, within six months of the end of the financial year, unless the General Meeting extends this period by no more than four months.  
The Board submits the balance sheet and the statement of income and expenditure with explanatory notes to the General Meeting for approval.  
These documents shall be signed by the board members; if the signature of one or more of them is missing, this shall be noted with statement of reasons.  
After expiry of the term, each Member may demand from the joint board members, in court, that the board members fulfil these obligations.*
4. *The account of the Association shall be audited annually by at least one independent auditor.  
The auditor shall draw up a report and submit it to the board, who shall then submit it to the General Meeting.*
5. *The Chief Executive Officer is obliged to keep the books, documents, and other data carriers referred to in paragraphs 2 and 3 of this article for a period of seven years, without prejudice to the provisions of paragraph 8 of this article.*

### **Article 14.**

#### **General Meetings.**

1. *All authority in the Association which is not assigned to the Board by law or the Articles of Association belongs to the General Meeting.*
2. *The General Meeting shall be held in the place specified in the*



- convening letter, which may also be abroad.
3. A General Meeting - the annual meeting - shall be held annually, no later than six months after the closure of the financial year. The following items, among others, shall be discussed at the annual meeting:
    - a. the board report;
    - b. the reports submitted by working groups and/or advisory councils set up by the Board;
    - c. if applicable, the management report;
    - d. the accounts referred to in article 13 with the report of the committee referred to in that article and the auditor's report;
    - e. if applicable, the establishment of the working groups or advisory councils referred to in article 9a for the next financial year;
    - f. the filling of any vacancies;
    - g. proposals made by the Board, management, or Members, announced in the convening letter for the meeting.
  4. Other General Meetings shall be convened as often as the Board deems advisable, or when the Board is obliged to do so by law or the Articles of Association.
  5. Furthermore, at the Written request of at least one fifth (20%) of the Members, the Board is obliged to convene a General Meeting on a date within a period not exceeding forty (40) days from the submission of the request and taking into account the minimum convocation term of Article 18.1.  
If the Board fails to comply with the request within twenty-one (21) days, the requestors themselves may convene the meeting by means of convening letters in accordance with article 18.  
The requestors may then appoint persons other than board members as president of the meeting.

#### **Article 15.**

##### **Access and voting right.**

1. Access to the General Meeting is granted to all Members of the Association, board members who are no Members of the Association, the Chief Executive Officer, other staff members, honorary members, and all benefactors. The Board may also invite others to attend the General Meeting, subject to paragraph 2 of this article.  
Suspended Members and suspended board members do not have access, without prejudice to the provisions of paragraph 8 of article 7.
2. The General Meeting decides on the admission of persons other than those referred to in paragraph 1 of this article.
3. Each Member of the Association who is not suspended is entitled to one vote.  
Honorary members have no voting rights.  
A board member who is not a Member of the Association, as well as the Chief Executive Officer, have an advisory vote.
4. A Member may be cast the member's vote through another Member authorised In Writing to do so.
5. If the Board has opened the possibility to do so in the convening letter for a General Meeting, Members are entitled to exercise their voting



right through an electronic means of communication, provided that (i) the conditions to be imposed on the use of the means of communication, such as the connection, security and the like, are disclosed in the convening letter, (ii) the Member can be identified, (iii) the Member can directly take note of the proceedings at the meeting, and (iv) if this possibility is opened, the Member can participate in the deliberations.

6. If the Board has opened the possibility to do so In Writing, votes may be cast prior to the General Meeting through an electronic means of communication, but no earlier than the thirtieth day before that of the meeting, at a specially designated e-mail address.  
Such votes shall be treated as equal to votes cast at the General Meeting.

#### **Article 16.**

##### **President. Minutes.**

1. The General Meetings are chaired by the president of the Association or by the president's deputy, the vice-president.  
In the absence of both the president and the vice-president, one of the other board members, appointed by the Board, shall act as president.  
If the presidentship is not provided for in this manner either, the meeting itself shall provide for it.  
Until then, the presidentship shall be held by the oldest person present at the meeting in terms of age.
2. A person appointed by the president for that purpose shall take minutes of the proceedings at each meeting, which minutes shall be approved and signed by the president.  
The minutes may also be signed electronically provided that the identity of the signatories can be verified with sufficient certainty.  
Those who convene the meeting may have a notarial record of the proceedings drawn up.  
The Members shall be notified of the contents of the minutes or the notarial record.

#### **Article 17.**

##### **Decision-making by the General Meeting**

1. The opinion expressed at the General Meeting by the president, or in his absence or inability to attend, his deputy, the vice-president, concerning the result of a vote is decisive.  
The same applies to the contents of a resolution passed insofar as a vote was taken on a proposal not laid down in Writing.
2. However, if the correctness of an opinion as referred to in the first paragraph is disputed immediately after it is expressed, a new vote shall be taken if so required by the absolute majority of the meeting or, if the original vote was not by roll call or by ballot paper, by a person present with a voting right.  
This new vote annuls the legal consequences of the original vote.  
Votes cast electronically before the General Meeting, in accordance with article 15 paragraph 6, shall count as cast in the new vote as well.
3. Insofar as the Articles of Association or the law do not provide otherwise, all resolutions of the General Meeting are passed by



*absolute majority of the votes cast.*

4. *Blank votes and invalid votes are regarded as if they were never cast.*
5. *If no one obtains an absolute majority in an election of persons, a second vote shall be taken or, in the case of a binding nomination, a second vote between the nominated candidates.*  
*If no one obtains an absolute majority in the second vote either, repeat votes shall be taken until either one person has obtained an absolute majority or the vote is between two persons and the votes are tied.*  
*In the such repeat votes (not including the second vote), a vote shall always be taken between the persons who were voted for in the previous vote, but excluding the person who received the lowest number of votes in that previous vote.*  
*If more than one person received the lowest number of votes in that previous vote, lots shall be drawn to determine which of those persons can no longer be voted for in the new vote.*  
*In case of a tie in a vote between two persons, lots shall be drawn to decide which of the two is elected.*
6. *If the votes are tied, the proposal is rejected, without prejudice to the provisions of paragraph 5 of this article.*
7. *All votes are cast orally.*  
*However, the president may determine that votes are to be cast by means of ballot papers.*  
*If it concerns an election of persons, any person present with a voting right may also demand that votes be cast by means of ballot papers.*  
*Votes by ballot paper shall be cast by anonymous, sealed ballot papers.*  
*Decision-making by acclamation is possible, unless a person with a voting right demands a roll-call vote.*
8. *A resolution passed by all Members, unanimously even if not convened in a meeting, has the same force as a resolution of the General Meeting, provided that the Board was informed beforehand.*  
*The same applies to resolutions to amend the Articles of Association or to dissolve the Association.*
9. *As long as all Members are present or represented at a General Meeting, valid resolutions may be passed, provided that they are passed unanimously, on all items discussed - including, therefore, a proposal to amend the Articles of Association or to dissolve the Association - even if the meeting was not convened as required or if any other requirement concerning the convocation and proceedings of meetings or a related formality has not been complied with.*

#### **Article 18.**

##### **Convocation of the General Meeting**

1. *General Meetings are convened by the Board, without prejudice to the provisions of article 14, paragraph 4.*  
*The convening letters are sent, in Writing, to the addresses (including email addresses) of the Members, honorary members, and benefactors according to the register referred to in article 5.*  
*The convening letters are also sent, in Writing, to the addresses (including email addresses) of the prospective members and others*



*invited to attend, as per Article 15.1.*

*The convocation term is at least twenty-one (21) days.*

*If a Member, prospective Member, or benefactor gives their Written consent, the convening letter may be sent electronically, in the form of a legible and reproducible message to the address provided by them to the company for that purpose in Writing.*

2. *The convening letter must state the items to be discussed, without prejudice to the provisions of articles 19 and 20.*

#### **Article 19.**

##### **Amendment of the Articles of Association.**

1. *Without prejudice to the provisions of article 17, paragraphs 8 and 9, the Articles of Association may only be amended by a resolution of a General Meeting convened with the announcement that an amendment of the Articles of Association will be proposed at that meeting.*
2. *Those who issued the convening letter for the General Meeting to discuss a proposal to amend the Articles of Association must make a copy of that proposal, in which the proposed amendment is included verbatim, available for inspection by the Members, in a place suitable for that purpose, from at least five days before the meeting until the end of the day after that on which the meeting is held.*
3. *A resolution to amend the Articles of Association requires a absolute majority of at least two-thirds of the votes cast, from the Members present or represented at the meeting.*
4. *An amendment of the Articles of Association does not take effect until a notarial instrument has been drawn up.*  
*Each board member is authorised to have the instrument executed.*

#### **Article 20.**

##### **Dissolution.**

1. *The Association may be dissolved by a resolution from the General Meeting.*  
*The provisions of paragraphs 1 and 3 of article 19 apply, mutatis mutandis.*
2. *After dissolution, the board members shall be responsible for the liquidation.*  
*The Board may decide to appoint other persons as liquidators.*
3. *Any positive balance of the dissolved Association shall be spent for the benefit of an organisation that has a purpose closely related to the purpose of the Association (muscle disease) or, if no such organisation can be found at the time of dissolution, a charitable organisation or an exclusively or almost exclusively charitable foreign institution.*
4. *After the liquidation has been completed, the dissolved Association's books, documents, and other data carriers shall remain in the custody of the person appointed by the liquidators for the legally required period.*
5. *For the rest, the provisions of Title 1 of Book 2 of the Dutch Civil Code apply to the liquidation.*

#### **Article 21.**

##### **By-laws.**

1. *The General Meeting may adopt by-laws.*





2. *By-laws must not be contrary to the law, even non-imperative law, nor to the Articles of Association.*\_\_\_\_\_

**Annex**\_\_\_\_\_

- minutes of the General Meeting of Members \_\_\_\_\_

**Conclusion**\_\_\_\_\_

*The appeared persons are known to me, notary, and the identity of the*\_\_\_\_\_  
*appeared persons involved in this instrument has been verified by me,*\_\_\_\_\_  
*notary, based on the aforementioned documents intended for that purpose.*\_\_\_\_\_  
This instrument is executed in Waardenburg on the date stated at the top of  
this instrument. \_\_\_\_\_

The subject matter of this instrument was stated and explained to them. \_\_\_\_\_  
The appeared persons stated to waive their right of a full reading of the \_\_\_\_\_  
instrument, to have taken cognizance of the contents of the instrument well-  
before its execution, and that they were made aware of the consequences \_\_\_\_\_  
arising from the instrument for the parties. \_\_\_\_\_

This legal instrument was read in summary, and was subsequently signed, \_\_\_\_\_  
first by the appeared persons and then by me, notary. \_\_\_\_\_

(Volgt ondertekening)

**UITGEGEVEN VOOR AFSCHRIFT**

