

# HOFFSPOOR NOTARISSEN

2020.0255.01/PHE/MVA

## FORMATION OF FOUNDATION

On this day, the thirteenth of March two thousand and twenty, appeared before me, PIETER GERRIT HEERINGA LL.M., civil-law notary in Rosmalen, established in the Municipality of 's-Hertogenbosch:

Mr **Cornelis Johannes van den Broek**, born in Culemborg on the twenty-seventh of March nineteen hundred and fifty-three, passport number BVFBPP691, issued in Geldermalsen on the twenty-sixth of September two thousand and fourteen, residing in 4191 LB Geldermalsen, Meidoornweg 10 a, married,

### FORMATION

The person appearing stated to create a foundation by this deed and to adopt the following articles therefor:

#### A R T I C L E S:

##### NAME, REGISTERED OFFICE AND TERM

###### Article 1.

1. The foundation is named: **Stichting Cerebral Palsy Africa**.
2. It has its registered office in the Municipality of Alphen and den Rijn.
3. The foundation is established for an open-ended period of time.

##### OBJECTIVES

###### Article 2.

1. The objectives of the foundation are:  
the strengthening of local organisations in lower- and middle-income countries, in particular in Africa (or elsewhere), in order to promote inclusion of children with (especially congenital) brain damage (Cerebral Palsy, hereinafter to be referred to as: CP),  
and in addition, all that is directly or indirectly connected or may be beneficial thereto, all in the broadest sense.
2. The foundation strives to realise its objectives *inter alia* by:
  - providing skills training to aid workers and others involved and training them in all that is required for the improvement of the 'quality of life' of parents and child;
  - advising policy makers with respect to integrating the inclusion of children suffering from CP into a general (comprehensive) inclusion policy;
  - researching the effectiveness of training activities, resources and policy influencing; distribution and publication of relevant results;and in addition, all that is directly or indirectly connected or may be beneficial thereto, all in the broadest sense.

##### CAPITAL

###### Article 3.

The capital of the foundation will be formed by:

- subsidies and donations;
- gifts, testamentary dispositions and legacies;
- all other acquisitions and revenues.

##### BOARD

###### Article 4.

1. The board of the foundation consists of at least three (3) members which are appointed by the board. The number of members is, subject to the provisions in the previous sentence, unanimously determined by the board.

Spouses, registered partners, blood relatives and/or relatives up to and inclusive the fourth degree and cohabitants can only be member of the board as long as the joint amount of their votes forms a minority.

2. With the exception of the first board which consists of members appointed to this office, from its midst the board will choose a chairman, a secretary and a treasurer. The positions of the secretary and treasurer can also be taken by one person.
3. Each board member will retire no later than three years after his appointment, according to a retirement schedule made by the board. Without prejudice to the provisions in article 8, the retiring member can immediately be re-elected; the person who fills an interim vacancy will replace his predecessor on the retirement schedule.
4. In the event of one or more board vacancies, the remaining board members will, by unanimous vote (or the sole remaining board member will), within two months after the creation of the vacancy, provide for the vacancy/vacancies by appointing one (or more) successors.
5. Should one or more board members come to lack due to whatever reason, then then remaining board members or the sole remaining board member will nevertheless form a legal board.
6. The board members can receive a fee for their work. In addition, they are entitled to reimbursement of the costs incurred for the performance of their duties.

#### BOARD MEETINGS AND BOARD DECISIONS

##### Article 5.

1. Board meetings will be held in the place where the foundation has its registered office or elsewhere at a location to be determined by the board.
2. At least one meeting will be held each year.
3. In addition, meetings will be held each time when the chairman deems that this is desirable or if one of the other board members directs a request to this effect to the chairman, accurately setting out the items to be treated. If the chairman does not comply to such a request in such a manner that the meeting can be held within three weeks after the request, then the requestor himself will be authorised to call a meeting while taking account of the required formalities.
4. Without prejudice to the provisions in paragraph 3, the convocation to the meeting is effected by the chairman by means of convocation notices, at least seven days in advance not counting the day of the meeting. These notices can also be sent by telecommunication means such as by e-mail or telefax.
5. The convocation notices set out the location and time of the meeting, and also the items to be treated.
6. As long as all board members in office are present at a board meeting, resolutions can be validly passed, provided unanimously, with respect to all items coming up for discussion, even if the regulations for convocation and holding meetings as set out in the articles are not complied with.
7. The meetings are chaired by the chairman of the board; in his absence the meeting itself will appoint its chairman.
8. Minutes of the proceedings during the meeting are made by the secretary or by one of the other persons attending, as requested by the chairman. The minutes are adopted and signed by those who functioned as chairman and secretary in the meeting.
9. The board can only take valid decisions during the meeting if the majority of its members in office is present or represented at the meeting. If at a meeting, the majority of the members in office is not present or represented, then a second meeting will be held at least after 2 weeks and no later than 6 weeks after this meeting. In this second meeting, decisions can validly be made with regard to items which were on the agenda of the first meeting, irrespective of the number of present or represented board members.

At a meeting, a board member can let himself be represented by another board member by presenting a written, sufficient proxy to be assessed by the chairman. As such, a board member can only be represented by one other board member.

10. The board can also make decisions outside of the meeting, subject to the following conditions:
  - all board members have been granted the opportunity to give their opinion in writing, by e-mail, telefax or another means of telecommunication, and
  - the relevant resolution was passed by unanimous vote.
 A report of a resolution thus passed, recording the answers received, is drawn up by the secretary and added to the minutes after being co-signed by the chairman.
11. Each board member has the right to cast one vote. Insofar as these articles do not prescribe a larger majority, all board decisions are made by an absolute majority of validly cast votes.
12. During the meeting, votes will verbal, unless the chairman deems that a vote by ballots is desired or if this is requested by one of the persons with voting rights. The ballots in such a vote are unsigned and closed.
13. Blanc votes are deemed uncast.
14. All disputes concerning votes and not provided for by the articles, are adjudicated by the chairman.

#### POWERS OF THE BOARD AND REPRESENTATION

##### Article 6.

1. The board is charged with the management of the foundation.
2. The board is authorised to enter into agreements concerning the acquisition, alienation and encumbering of registered property.
3. The board is not authorised to enter into agreements by which the foundation binds itself as security or joint and several debtor, guarantees performance by a third or binds itself as security for the debt of a third party.
4. Testamentary dispositions may only be accepted subject to the benefit of an inventory.

##### Article 7.

1. The board represents the foundation.
2. The power of representation is also granted to two board members acting jointly.
3. The board can grant power of attorney to one or more board members and also to thirds, in order to represent the foundation within the limits of that power of attorney.

#### END BOARD MEMBERSHIP

##### Article 8.

Board membership ends:

1. due to the decease of a board member, or at the moment he is deemed missing or presumed dead on the basis of the law;
2. upon the loss of his right to freely dispose of his own assets;
3. by written resignation (retirement)
4. in the event that an independent physician has ascertained incapability of performing legal acts subject to the proviso that the board membership is restored at the moment this incapability ends if it was temporary, which is the moment that the successive board member will cease to function;
5. by dismissal on the basis of Section 298 Book 2 of the Dutch Civil Code.
6. by dismissal based on serious reasons, granted by the board in a board resolution passed to this effect in a meeting in which all other board members in office have voted in favour of his dismissal.

#### FINANCIAL YEAR AND ANNUAL ACCOUNTS

##### Article 9.

1. The financial year of the foundation is equal to the calendar year.

2. The books of the foundation are closed at the end of each financial year. From these books the treasurer will prepare a balance sheet and a statement income and expenditure relating to the closed financial year, which annual accounts will be presented to the board within six months after the end of the financial year. If this is decided by the board, these annual accounts must be accompanied by report from a registered accountant, accounting consultant or financial expert.
3. The annual accounts are adopted by the board. Furthering to this adoption, the board can also decide to grant discharge to the board member(s) held responsible for the activities carried out in these positions.

#### REGULATIONS

##### Article 10.

1. The board is authorised to adopt regulations which arrange for matters not included in the present articles.
2. The regulations should not conflict with the law or these articles.
3. The board is at all times entitled to amend or cancel the regulations.
4. The provisions in article 11 paragraph 1 apply to the adoption, amendment and cancellation of the regulations.

#### AMENDMENT OF ARTICLES

##### Article 11.

1. The board is authorised to amend these articles.  
If the board consists of less than five members, the resolution to amend the articles must be passed unanimously.  
If the board consists of five or more members such a resolution must be passed by a majority of at least three quarters of the validly cast votes. Furthermore, a resolution to amend the articles can only be passed in a meeting in which all board members are present or represented.
2. Subject to being declared void, the amendment must be recorded in a notarial deed.
3. The members of the board are obligated to make an authentic copy of the amendment and also the amended articles available at the office of the Commercial Register held by the Chamber of Commerce of the district in which the foundation has its registered office.

#### DISSOLUTION AND LIQUIDATION

##### Article 12.

1. The board is authorised to dissolve the foundation. The provisions in article 11 paragraph 1 apply to the resolution to be passed to this effect.
2. After its dissolution, the foundation will continue to exist as long as this is required for its liquidation.
3. Liquidation is carried out by the board.
4. The liquidators will ensure that the dissolution of the foundation is registered in the register referred to in article 11 paragraph 3.
5. During the liquidation, the provisions in these articles will continue to apply as much as possible.
6. If the board decides to dissolve the foundation, any liquidation surplus will be used for an "*algemeen nut beogende instelling (ANBI)*" [PBO: public benefit organisation] which has a similar objective or for a foreign institution (almost) exclusively intended for the public benefit and which as a similar objective.
7. After completion of the liquidation, the books and documents of the dissolved foundation will, during a period of seven years, rest with the custodian of the books and documents, to be appointed for this purpose.

##### Article 13.

All matters not provided for by the law or these articles, will be decided by the board.

#### FINAL PROVISION

Finally, the person appearing stated that for the application of the provisions in article 4 paragraphs 1 and 2 the following persons are appointed as first-time board

members of the foundation:

1. Mr Hubrecht Cornielie, born in Den Helder on the sixth of February nineteen hundred and fifty-seven, passport number BX9C7PC83, issued in Alphen aan den Rijn on the twentieth of September two thousand and fourteen, residing 2402 PX Alphen aan den Rijn, Langenhorst 36, married, as chairman;
2. Mr C.J. van den Broek aforementioned, as secretary/treasurer;
3. Ms Yvonne Ellen Vleeshouwers, born in Munstergeleen on the fifth of September nineteen hundred and seventy-one, passport number NW973KRR4, issued in 's-Hertogenbosch on the twentieth of February two thousand and eighteen, residing in 5242 HH Rosmalen, Debussylaan 5, married, as board member.

FINAL CLAUSE

The person appearing has sufficiently proved his identity to me, civil-law notary. This deed was executed in Rosmalen, on the date set out in the beginning of this deed.

Before proceeding to the execution of this deed, I, civil-law notary, have communicated and explained the contents of this deed to the person appearing. The person appearing has stated to have taken note of the contents of this deed in due time before execution and not to appreciate a full recitation of this deed. Immediately after that, there was a summary recitation of the deed and it was signed by the person appearing and by me, civil-law notary.