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Office translation of the articles, after the deed of amendment, passed by Mr. J.W. van Zaane, civil law notary at Amsterdam on the twenty-ninth of December two thousand fourteen. In this translation an attempt has been made to be as literal as possible without jeopardizing the overall continuity. Inevitably, differences may occur in translation, and if so, the Dutch version, which will be executed and deposited at the Trade Register, will prevail.

In this translation, Dutch legal concepts are expressed in English terms and not in their original Dutch terms. The concepts concerned may not be identical to concepts described by the English terms as such terms may be understood under the laws of other jurisdictions.



*Jaap van Zaane*

AMENDMENT TO ARTICLES OF A FOUNDATION

On this day, the twenty-ninth of December two thousand fourteen, there appeared before me, Mr Jaap Wijnand van Zaane, civil-law notary appointed in Amsterdam, the Netherlands,

Mr Daniel van Laatum, born in Haarlem, the Netherlands, born on the eighth of March nineteen hundred and seventy-eight, working at my office at Barentszplein 4D in (postcode 1013 NJ) Amsterdam, acting for the purposes of this deed as the authorised representative of the following foundation:

Stichting Medisch Comité Nederland-Vietnam, with its registered office in Amsterdam and its principal office address at (postcode 1017 SH) Amsterdam at Weteringschans 32;

The person appearing, acting in the aforementioned capacity, declared as follows: at the Supervisory Board's meeting of the Foundation: Stichting Medisch Comité Nederland-Vietnam, as stated above,

held in Amsterdam on the eighteenth of December two thousand fourteen, an extract of the minutes of which is appended to this deed, it was resolved to amend the Foundation's articles;

According to the said extract the person appearing is authorised to sign the present deed.

In connection with this, the person appearing, acting in the aforementioned capacity, declared that the articles of the aforementioned Foundation are to be amended and adopted in their entirety as follows:

## NAME AND SEAT.

### ARTICLE 1.

The Foundation has the following name:

**Stichting Medisch Comité Nederland-Vietnam, also known as MCNV and MCNV International.**

The Foundation has its seat in Amsterdam.

## DEFINITIONS.

### ARTICLE 2.

In these articles the following must be taken to mean:

- a. the Foundation: Medical Committee Netherlands-Vietnam;
- b. the Board: the Foundation's Board, i.e. the board within the meaning of the law, composed of one or more directors of the Foundation;
- c. the Supervisory Board: the body that supervises the policy of the Board and the general state of affairs within the Foundation and acts as a sounding board for the Board;

## OBJECT.

### ARTICLE 3.

The Foundation's object is:

- a. to contribute to the improvement of the quality of life and health status of disadvantaged groups in low and middle income countries that are not (yet) profiting from the economic developments and mostly live in the mountains and remote areas with a special attention to Vietnam and Southeast Asia;
- b. providing information in the Netherlands about Vietnam and other Southeast Asian countries to the public in the Netherlands in the broadest sense of the word.

## RESOURCES.

### ARTICLE 5.

The Foundation has the following resources:

- own proceeds from activities;
- government contributions;
- contributions from third parties;
- any proceeds acquired by the Foundation by testamentary succession, specific legacies or gifts;
- all other revenues.

## THE BOARD.

### ARTICLE 6.

1. The Board manages the Foundation under the supervision of the Supervisory Board.

The Board has all powers that are not reserved to other parties by these articles or by the law.

The Supervisory Board appoints the members of the Board with due regard to the provisions in Article 7(2).

Membership of the Board ends:

- a. by dismissal by the Supervisory Board with due regard to the provisions in Article 7(2).
- b. by death;
- c. by written resignation;
- d. by periodic retirement within the meaning of paragraph 2(f) of this article



- without re-appointment;
  - e. by dismissal by the court in accordance with statutory provisions;
  - f. by a court decision gaining the force of *res iudicata* as a result of which the Board member loses the free disposal of his or her assets.
2. a. The Board is composed of one or more directors of the Foundation. If the Board is composed of more than one director one of them designated by the Supervisory Board shall act as the chairperson of the Board.
- b. The Board is composed of one or more natural persons.
- c. In as far as the Board is composed of more than one director, these directors shall not be linked by close family or similar ties, including, but not limited to, marriage, registered partnership or unmarried cohabitation and consanguinity or relationship by marriage up to the third degree.
- d. Membership of the Board is incompatible with the function of a director, founder, shareholder, supervisory board member or employee of:
- 1. an entity to which the Foundation gives money it has collected, either fully or in part and either directly or indirectly;
  - 2. an entity with which the organisation structurally performs legal acts capable of being expressed in money.
  - 3. the provisions in the preceding paragraphs of this article at d. (1) and (2) do not apply if and insofar as the Foundation and the entity in question are consolidated within the meaning of Directive 650 of the *Verslaggeving Fondsenwervende Instellingen* (Reporting Fundraising Organisations).

An entity within the meaning of this paragraph shall be equated with a legal person or entity that is affiliated with the Foundation in terms of its articles, either directly or indirectly.

- e. A director may be employed by the Foundation. This director shall be remunerated in his or her capacity as an employee. The remuneration and any other compensation shall be specified and explained in more detail in the financial statements.

This director may be appointed for an indefinite period of time.

In such a case this director is assessed annually by the Supervisory Board or by an assessment committee set up by the Supervisory Board according to the rules of assessment adopted by the Supervisory Board.

- f. In as far as a director is not employed within the meaning of paragraph e. above, such director shall be appointed for a consecutive period of not more than four (4) years and shall retire according to the rotation schedule to be drawn up by the Supervisory Board.

A member of the Board who is appointed to fill a premature vacancy shall retire when the person in whose place he or she was appointed should have retired by rotation.

- 3. The Board may resolve to conclude agreements to acquire, dispose of or encumber registered property and to enter into agreements by which the Foundation commits itself as surety or joint and several co-debtor, acts as guarantor for a third party or provides security for a debt of a third party, all this with due regard to the provisions in paragraph 7 of this article and Article 7(3).
- 4. The Foundation shall be represented by the Board both in and out of court. Where the Board is composed of one or more directors, the Foundation may

also be represented by two directors acting jointly.

All this with due regard to the provisions in Article 7(4).

5.
  - a. The Supervisory Board draws up rules for the Board with due regard to the provisions in Article 7(2) regulating, where applicable, the duties, division of portfolios and working method within the Board and the management team of the organisation.
  - b. Resolutions may be passed if more than half of the number of directors attend the meeting in person. Each member of the Board may cast one vote.
  - c. Where the Board is composed of more than one director and the votes at a meeting of the Board are tied, the chairperson of the Board shall have the casting vote.
  - d. Where a member of the Board has a conflict of interests, such member must notify the Board and the Supervisory Board of this. Such member must refrain from participating in the deliberations on that matter may not cast a vote on such matter and the presence of such member shall not be included in determining whether the requisite quorum is met for passing the resolution.

Where the Board is composed of one member and this member has a conflict of interests, such member must notify the Supervisory Board and leave the decision-making to the Supervisory Board.

The provisions in Article 7(4) must be observed.

A conflict of interests as referred to in the opening lines of this article occurs, *inter alia*, where legal acts capable of being expressed in money are performed between the Foundation and

- a. one or more members of the Board;
  - b. persons who have close family or similar ties with the persons referred to at a. above;
  - c. legal persons that have persons referred to at a. and b. above as a board member, supervisor or shareholder.
6. The Board requires the approval of the Supervisory Board regarding resolutions of the Board concerning:
  - a. the adoption of the multi-year strategic policy;
  - b. the adoption of the budget, work plan and annual report, including the social annual report and the adoption of the financial statements;
  - c. the conclusion of contracts with other foundations, of which members of the Board are also members of the board.
  - d. the application for insolvency or a moratorium of the Foundation or a legal person affiliated with the Foundation;
  - e. the termination of the employment contracts of ten or more employees of the Foundation at the same time or within a short space of time;
  - f. the conclusion of agreements to acquire, dispose of or encumber registered property and to enter into agreements by which the Foundation commits itself as surety or joint and several co-debtor, acts as guarantor for a third party or provides security for a debt of a third party;
  - g. the appointment or dismissal of persons with a salary or other remuneration, of which the amount, including employer's contributions and all emoluments, exceeds the amount adopted by the Supervisory Board



- and reported to the Board;
- h. changing banking relations of the legal person and issuing monies as a loan, as well as borrowing monies as a loan, not including taking out monies from a loan issued to the Foundation that was approved by the Supervisory Board.
- i. granting, altering or revoking a power of attorney;
- j. making a substantial payment that is not or at least not entirely included in the budget and that exceeds the amount to be annually adopted by the Supervisory Board;
- k.
  - entering into or terminating a long-term collaboration where this is of considerable strategic importance to the Foundation;
  - entering into or terminating a participation that is of considerable scale and/or of considerable strategic importance to the Foundation;
- l. other resolutions of the Board of which the Supervisory Board has been notified in a clear written resolution.

#### SUPERVISORY BOARD.

#### ARTICLE 7.

1. The Supervisory Board will monitor the Board. The Board governs the Foundation and has the final responsibility for the (daily) management and the execution of its programmes and activities. There is a division of competences between the Board and the Supervisory Board concerning the establishment of general policy and the financial guidelines.
2. The Supervisory Board is exclusively authorised to pass resolutions concerning:
  - a. the number of members of the Board and the Supervisory Board;
  - b. the appointment, reappointment, suspension and dismissal of the members of the Board;
  - c. no member shall be appointed or dismissed (unless the dismissal is with immediate effect) until the other members of the Board, where applicable, and all employees of the Foundation have been given the opportunity to give their advice. Such advice is to be formulated at a staff meeting that is open to all employees and that shall not be attended by members of the Board or members of the Supervisory Board;
  - d. the appointment, suspension and dismissal of members of the Supervisory Board;
  - e. no member shall be appointed or dismissed (unless the dismissal is with immediate effect) until the Board has been given the opportunity to voice its opinion;
  - f. the determination of the title and terms of employment of the members of the Foundation's Board;
  - g. the appointment, formulation of the terms of reference and dismissal of the external registered accountant;
  - h. the amendment to the articles, legal merger or division and dissolution of the Foundation as well as the determination as to the designation of any assets left after liquidation, with due regard to the provisions in Article 11(3);
  - i. the adoption and amendment of the duties, powers and working method of the Board, and of the division of duties within the Board;

- j. the adoption and amendment of the rules of the Board and the Supervisory Board;
- 3. The Supervisory Board shall review the proposals of the Board that are submitted for its approval concerning:
  - a. the adoption of the multi-year strategic policy and the multi-year financial estimate;
  - b. the adoption of the budget, the work plan and the annual report, including the social annual report and the adoption of the financial statements;
  - c. the conclusion of contracts with other foundations, of which members of the Board are also members of the Board.
  - d. the application for insolvency or a moratorium of the Foundation or a legal person affiliated with the Foundation;
  - e. the termination of the employment contracts of ten or more employees of the Foundation at the same time or within a short space of time;
  - f. the conclusion of agreements to acquire, dispose of or encumber registered property and to enter into agreements by which the Foundation commits itself as surety or joint and several co-debtor, acts as guarantor for a third party or provides security for a debt of a third party;
  - g. the appointment or dismissal of persons with a salary or other remuneration, of which the amount, including employer's contributions and all emoluments, exceeds the amount adopted by the Supervisory Board and reported to the Board;
  - h. changing banking relations of the legal person and issuing monies as a loan, as well as borrowing monies as a loan, not including taking out monies from a loan issued to the Foundation that was approved by the Supervisory Board.
  - i. granting, altering or revoking a power of attorney;
  - j. making a substantial payment that is not or at least not entirely included in the budget and that exceeds the amount to be annually adopted by the Supervisory Board;
  - k.
    - entering into or terminating a long-term collaboration where this is of considerable strategic importance to the Foundation;
    - entering into or terminating a participation that is of considerable scale and/or of considerable strategic importance to the Foundation;
  - l. other resolutions of the Board of which the Supervisory Board has been notified in a clear written resolution
- 4. The Supervisory Board or one or more persons designated by this board or from among its members represents/represent the Foundation where there is a conflict of interests between the Foundation and one or more members of the Board or where there is no longer a member of the Board in office.  
Where a member of the Supervisory Board too has a conflict of interests within the meaning of this paragraph, such member cannot be designated to represent the Foundation. Such member must refrain from participating in deliberations on such designation, may not cast a vote in the matter of such designation and the presence of such member shall not be included in determining whether the requisite quorum is met for passing the resolution.

#### ARTICLE 8.

1. The Supervisory Board is composed of at least five natural persons. The



number of members of the Supervisory Board shall be determined by the Supervisory Board itself with due regard to the provisions in the preceding sentence.

The Supervisory Board is composed on the basis of the desired profiles, drawn up or approved by the Supervisory Board.

All this shall be set out in more detail in the rules as referred to in Article 12.

2. If the number of members of the Supervisory Board in office drops below five, the Supervisory Board continues to be a competent body but it must, without delay, take action to supplement its numbers.
3. The members of the Supervisory Board may not be linked by close family or similar ties, including, but not limited to, marriage, registered partnership or unmarried cohabitation and consanguinity or relationship by marriage up to the third degree, nor may such ties exist between a member of the Supervisory Board and a member of the Board.  
The provisions of Article 6(2)(d.) shall apply *mutatis mutandis* to the members of the Supervisory Board, on the understanding that:
  - a. membership of the Supervisory Board is also incompatible with the function of a director or employee of the Foundation; and
  - b. such member of the Supervisory Board must notify the Supervisory Board of the inconsistency.
4. The members of the Supervisory Board are appointed by the Supervisory Board itself by a resolution passed by a majority of at least two-thirds of the votes validly cast at a meeting of the Supervisory Board.
5. If a vacancy in the Supervisory Board comes up, the Supervisory Board shall notify the Board of the existence of such vacancy to enable the latter to give non-binding advice on filling such vacancy.
6. The Supervisory Board shall not appoint or reappoint a member of the Supervisory Board until the Board has given advice on its intention to appoint or reappoint such member, or has at least been given the opportunity to do so by the Supervisory Board during a reasonable period.
7. The manner in which new members of the Supervisory Board are recruited and the reappointment procedure may be prescribed in more detail in the rules of the Supervisory Board.
8. Members of the Supervisory Board are appointed for a consecutive period of not more than four years and shall retire according to a rotation schedule to be drawn up by the Supervisory Board.
9. A member of the Supervisory Board who is appointed to fill a premature vacancy shall retire when the person in whose place he or she was appointed should have retired by rotation.
10. No member of the Supervisory Board may be persons: employed by the Foundation (including for the purposes of this article members of the Board and volunteers), and persons who were recently employed by the Foundation;
11. The membership of the Supervisory Board ends:
  - a. by death;
  - b. by written resignation;
  - c. by periodic retirement within the meaning as stated above without re-appointment;
  - d. by dismissal by the court in accordance with statutory provisions;

- e. by a court decision gaining the force of *res iudicata* as a result of which the Supervisory Board member loses the free disposal of his or her assets;
  - f. once a person has been a member of the Supervisory Board for an eight-year period, on the understanding that this may be departed from as and when necessary in accordance with Article 9(4).
12. In addition, in the interests of the Foundation, a member of the Supervisory Board may be suspended or dismissed by the Supervisory Board by a two-third majority of votes cast at a meeting of the Supervisory Board, not including the vote of the member of the Supervisory Board put forward for suspension or dismissal.
- A suspension of a member of the Supervisory Board that is not followed by dismissal within three months shall lapse with the expiry of that three-month period.
13. Members of the Supervisory Board may not, directly or indirectly, be involved in deliveries, contracting or services for the Foundation.
- They may not take out loans with or issue loans to the Foundation.
- Members of the Supervisory Board do not receive any remuneration as such, neither directly nor indirectly. Remuneration shall not be taken to mean a reasonable reimbursement of costs incurred on behalf of the Foundation and of activities carried out by them for the Foundation or non-excessive attendance fees. All payments made to the members of the Supervisory Board shall be stated and explained as such in the financial statements.
14. The Supervisory Board shall appoint a chairperson from among its members.

#### ARTICLE 9.

1. The meetings of the Supervisory Board shall be prepared by the chairperson of the Supervisory Board and the chairperson of the Board.
2. Unless these articles prescribe a larger majority, whether or not with a larger quorum being required, the Supervisory Board shall pass resolutions by an absolute majority (more than half) of the votes validly cast at a meeting attended in person (in person also means attending by phone, internet or skype) by more than half of the members of the Supervisory Board in office.
3. Each member of the Supervisory Board may cast one vote.

A member may be represented by proxy at a meeting by granting a power of attorney to the chairperson or to one of the members, provided that the decision making is in compliance with article 9.2.

Every member of the Board may attend the meetings of the Supervisory Board and cast an advisory vote at such meetings, unless the Supervisory Board has made it known that it wishes to convene a meeting without the presence of one or more members of the Board and has notified the party/parties involved of this with reasons given.

The meetings of the Supervisory Board are not public unless the Supervisory Board resolves otherwise as regards a meeting or part of a meeting.

If there is a conflict of interests involving a member of the Supervisory Board such member must notify the Supervisory Board of this. Such member must refrain from participating in deliberations on such matter, may not cast a vote on such matter and the presence of such member shall not be included in determining whether the requisite quorum is met for passing the resolution.



A conflict of interests as referred to in the opening lines of this article occurs, *inter alia*, where legal acts capable of being expressed in money are performed between the Foundation and

- a. members of the Supervisory Board, the Board and/or employees of the Foundation;
  - b. persons who have close family or similar ties with the persons referred to at a. above;
  - c. legal persons that have persons referred to at a. and b. above as a board member, member of a supervisory body or shareholder.
4. A unanimous written declaration by all members of the Supervisory Board in office has the same legal effect as a resolution passed unanimously at a meeting of the Supervisory Board.
  5. The Supervisory Board convenes at least four times a year and may, in addition, convene as often as deemed necessary by the chairperson, or where either the Board or at least two members of the Supervisory Board request the chairperson to do so with reasons given.
  6. Well before the end of any calendar year the Board shall draw up a schedule for meetings for the following calendar year and submit this to the Supervisory Board for its approval.
  7. The chairperson shall convene meetings by way of a notice convening the meeting, at least seven days prior to the meeting, not including the day of the notice convening the meeting and the day of the meeting itself.  
The notice convening the meeting may be sent by an electronic message that is legible and reproducible to the address communicated to the chairperson by the member of the Supervisory Board.
  8. In addition to the place and time of the meeting, the notices convening the meeting shall state the points on the agenda.
  9. The meetings shall be chaired by the chairperson of the Supervisory Board; in his or her absence the meeting itself shall appoint a chairperson.
  10. The secretary or one of the other members present, requested to do so by the chairperson, shall keep minutes of the discussion at the meeting. The minutes shall be adopted and signed by the persons who acted as chairperson and secretary at the meeting.
  11. All votes at the meeting shall be verbal, unless the chairperson or one of those entitled to vote requests a vote by ballot. Written votes shall be cast by sealed and unsigned ballots.
  12. Blank votes shall be deemed not to have been cast.  
If the votes are tied at a meeting, the proposal shall be deemed to have been rejected.
  13. In all disputes regarding the voting, not provided for by these articles, the chairperson shall decide.

#### AUDIT COMMITTEE

##### ARTICLE 9a.

1. The Supervisory Board has a financial audit committee as a permanent committee composed of two (2) members of the Supervisory Board, including in any event the member entrusted with the finance portfolio.
2. The financial audit committee is entrusted with supervising the financial state of affairs within the Foundation in general and with reviewing the operation of the

internal accounting procedures audit, specifically the payment procedures. The financial audit committee operates under the auspices of the entire Supervisory Board.

3. The composition and working method of the financial audit committee is further regulated by rules adopted, amended and supplemented by the Supervisory Board, all this in the manner set out in more detail in Article 12.

#### FINANCIAL STATEMENTS/BUDGET/FINANCIAL YEAR.

##### ARTICLE 10.

1. The Foundation's financial year coincides with the calendar year.
2. Annually the Board, with due regard to the provisions in Article 6(7), adopts the financial statements including a balance sheet as at the thirty-first of December and a profit and loss account of the past year, accompanied by ancillary explanatory notes.

The financial statements are accompanied by a report regarding the financial state of affairs in that financial year and an opinion issued by the external registered accountant.

3. Annually the Board, with due regard to the provisions in Article 6(7), adopts the budget and work plan for the next financial year.
4. Annually the Board, with due regard to the provisions in Article 6(7), adopts a documented report of the state of affairs within the Foundation in the past year. The Board determines how this annual report is to be disclosed.

#### MERGER/DIVISION/AMENDMENT TO ARTICLES/DISSOLUTION/LIQUIDATION.

##### ARTICLE 11.

1. The Supervisory Board may amend the articles, merge, divide or dissolve the Foundation, all this with a majority of at least three-quarters of the validly cast votes at a meeting of the Supervisory Board at which at least two-thirds of the number of members of the Supervisory Board are present.
2.
  - a. The proposal to merge or divide the Foundation on the basis of which the resolution regarding the merger or division will be passed must ensure that the articles (or articles of association) of the acquiring legal person as they will read after the merger or division provide that the designation of the assets and their results that the acquiring legal person will acquire as a result of the said merger or division may only be altered from its previous designation (prior to the merger or division) with the court's permission.
  - b. After being dissolved the Foundation will continue to exist in as far as required for the liquidation of its assets.
  - c. The Foundation is liquidated by the Board under the supervision of the Supervisory Board.
  - d. The liquidators shall ensure that the dissolution of the Foundation is entered into the trade register, kept by the Chamber of Commerce and Industry within which district the Foundation ought to have been registered.
  - e. During the liquidation the provisions of these articles continue to be in force where possible.
  - f. Following the liquidation the books and records of the dissolved Foundation are to be kept by the last liquidator for a period of ten years.

The provisions in Article 12(3) and (4) apply *mutatis mutandis*.

Before resolving to do so, the written advice of the Supervisory Board must first have been obtained.



3. Upon the dissolution of the Foundation the Supervisory Board shall determine the designation of the surplus left after the Foundation has been liquidated. The surplus shall be designated on behalf of an institution recognised by the Dutch Tax and Customs Administration (ANBI) with a similar objective, or to a foreign institution, that exclusively or almost exclusively serves the public welfare and has a similar objective.
4. The liquidator(s) shall draw up the report.  
The approval of this report by a registered accountant shall be considered as a discharge from liability of the liquidator(s).
5. Any assets left after the liquidation will be designated in accordance with the Foundation's object or must be transferred to a third party recognised by the Dutch Tax and Customs Administration of East-Brabant, the 's-Hertogenbosch branch (or the body designated for that purpose at that juncture by the government) as an organisation serving the public welfare. In the event of a legal merger or division of the Foundation, the body thus having acquired the Foundation's assets and their results may only alter the designation of the assets from its previous designation prior to the merger or division with the court's permission.

#### RULES.

##### ARTICLE 12.

1. The Supervisory Board may adopt rules to elaborate upon these articles in more detail.  
These rules may not contain any provisions that are in contravention of these articles or the law.
2. The Supervisory Board may only adopt or amend rules with a majority of at least three-quarters of the validly cast votes at a meeting at which at least two-thirds of the number of members of the Supervisory Board are present.
3. If the requisite number of members of the Supervisory Board is not present at such meeting, the next meeting of the Supervisory Board shall not convene until after three weeks, at which meeting the rules can be adopted or amended with at least a three-quarters majority of the validly cast votes, regardless of the number of members of the Supervisory Board present at such meeting.
4. The rules may only be adopted or amended if it is stated on the agenda of the meeting in question and the proposal has been communicated in writing to the members of the Supervisory Board at least fourteen days prior to the meeting in question.

#### UNFORESEEN ISSUES.

##### ARTICLE 13.

The Board shall provide for all issues coming within the scope of these articles but not provided for by these articles.

#### FINAL CLAUSES

The person appearing is known to me, civil-law notary, and I, civil-law notary, have established the identity of the person appearing based on the document intended for such purpose.

The original of this deed was drawn up in Amsterdam on the date stated at the beginning of this deed.

After the substance of this deed had been communicated and explained to the person appearing, he declared that he had taken note of the contents of this deed in

good time prior to this date and that he did not require the deed to be read out in full. After a limited reading of this deed it was signed by the person appearing and by me, civil-law notary.