



Warning

This document is an English translation of a document prepared in Dutch. In preparing this document, an attempt has been made to translate as literally as possible without jeopardising the overall continuity of the text. Inevitably, however, differences may occur in translation and if they do, the Dutch text will take precedence and is the only recognised text for legal purposes. 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.

STATUTES

(ARTICLES OF ASSOCIATION)

1 November 2019

Name.

Article 1.

The association bears the name: European Federation of Patients' Associations for Anthroposophic Medicine.

Seat.

Article 2.

The association has its seat in the Municipality of Arnhem (Netherlands).

Objectives.

Article 3.

1. The objectives of the association are:
 - a. to represent the interests of patients who wish to use anthroposophic healthcare in the broadest sense of the word, whether or not together with other forms of healthcare, based on the individual's right to self-determination;
 - b. promoting knowledge, promoting awareness and the development and recognition of anthroposophic healthcare in the broadest sense of the word;
 - c. promoting (knowledge of) training and treatment methods and stimulating developments in the field of anthroposophic healthcare, including promoting legal recognition of training and treatment methods in the aforementioned field and promoting legislation for registering anthroposophic medicines and other products in the aforementioned field;
 - d. promoting the interests of national associations, both within and outside Europe, which have an objective similar or related to what is stated above under a. and/or b., and promoting cooperation and social and professional contacts between the aforementioned associations;
 - e. promoting patients' claims for reimbursement of the costs of anthroposophical healthcare treatment, and furthermore, everything that is directly or indirectly related to it or which may be beneficial, all in the broadest sense of the word.
2. The association endeavours to achieve these objectives, among others, by:
 - a. promoting consultations in the field of anthroposophic healthcare with the relevant national and supranational authorities, professional associations, insurance companies, umbrella associations and accreditation organisations;
 - b. giving advice to the relevant national and supranational authorities and insurance companies;
 - c. providing contributions to national federations for activities in the areas as referred to in the previous paragraph;
 - d. promoting and facilitating the dialogue between the federations referred to in the previous paragraph and other stakeholders;
 - e. all other legal means that may be conducive to achieving the goal of the association, everything in the broadest sense of the word.
3. The association does not aim to make a profit.

Members. Register.

Article 4.

1. Members of the association can only be national or regional associations or other entities within Europe, which have the same or similar objects as the association.
2. Furthermore, the association can have:
 - a. associated members, namely associations or other legal entities outside Europe that have the same or similar objects as the association;
 - b. partners: namely entities, organisations or individuals, domiciled in Europe, who – without being a

member of the association – promote (patients) interests in the field of anthroposophic healthcare and/or are expert in the field of anthroposophic healthcare.

3. The Board shall keep a register containing the names and addresses of all the members, associated members and partners, as well as the email addresses of all those members, associated members and partners who have agreed to receive notices and – where applicable – receive an invitation for a general members' assembly through email, as well as a note that the person concerned has agreed to receive such notices and invitations through email.

Admission.

Article 5.

1. The board is authorised to decide on admission as a member of those associations and legal entities that are equivalent to it, which are members or were members at the time of the dissolution, of the association according to French law: Fédération européenne des Associations de Patients de la Médecine Anthroposophique, founded on 3 October 2000 and registered in the Register of Associations in Colmar, France, under number Vol. 69, Folio 134.
2. Without prejudice to the provisions of paragraph 1, the General Assembly still decides on the admission of members, associated members and partners.

Suspension.

Article 6.

The Board is authorised to suspend a member for a maximum period of three (3) months, in case the member repeatedly acts contrary to its membership obligations or because of acts or behaviour that has seriously damaged the interest of the association. During the period that a member is suspended, the rights attached to membership, subject to the right to attend the meeting referred to in Article 15, paragraph 1, cannot be exercised while the membership obligations are maintained.

End of membership.

Article 7.

1. The Membership or the Associate Membership will end:
 - a. if the (associate) member has ceased to exist;
 - b. upon notice of termination by the (associate) member;
 - c. upon notice of termination being given by the association. This can be done when the (associate) member has ceased to meet the requirements for membership or being an associate member set by or pursuant to the articles of association, when he does not fulfil his obligations towards the association, also when the association cannot reasonably be expected to continue the membership or associate membership;
 - d. upon being removed.The partnership of the association will end:
 - a. upon the partner's death or because the entity has ceased to exist;
 - b. upon notice of termination being given by the partner in question;
 - c. upon notice of termination being given by the association.
2. Notice of termination can only be given in writing or through an electronic message.
3. Notice of termination on behalf of the association can only be given by the Board.
4. Termination of membership by the member or by the association can only take place at the end of a financial year and with due observance of a notice period of four (4) weeks. However, membership can be terminated immediately if the association or the member cannot reasonably be expected to have the membership continue.
5. A notice of termination in violation of the provisions of the previous paragraph causes the membership to end at the earliest permitted time following the date on which it was terminated.
6. A member may also terminate his membership with immediate effect within one month after being notified of a decision to convert the association into another legal form, to merge or to split the association.
7. A member may also terminate his membership with immediate effect, within one month after he has been informed or communicated of a decision limiting his rights, or his obligations being aggravated, unless it concerns a change in financial rights and obligations.
8. Removal from membership is effected by the Board and can only be pronounced if a member acts contrary to the articles of association, rules or decisions of the association, or if the member disadvantages the association unreasonably.
9. The member concerned can appeal to the General Assembly within one (1) month of receiving notification of the decision. To this end, he will be informed in writing as soon as possible of the decision and the reasons leading to the decision. During the appeal period and pending the appeal, the member is suspended, on the understanding, however, that the suspended member has the right to justify himself at the General Assembly at which the appeal referred to in this paragraph is dealt with.
10. If the membership ends in the course of a financial year, the annual contribution nevertheless remains due in full.

Financial resources. Annual contributions.

Article 8.

1. The financial resources of the association may consist of, among others, the (annual) contributions from the members and associated members, possible inheritances, bequests, donations and finally other incidental income.
2. In principle, every member pays an annual contribution, the amount of which will be determined annually by the General Assembly. Every associate member pays an annual contribution, the amount of which will be determined annually by the Board. If the contribution determined by the General Assembly cannot be met, consultations must be held with the Board, after which an adjusted contribution can be agreed.

Board. Board positions. Remuneration.

Article 9.

1. The association is governed by a board consisting of at least three natural persons, called Board members. The Board members are appointed by the General Assembly from among the representatives of the members, with the exception of the first Board members appointed by these articles of association.
2. The board chooses a chairman (president), a secretary and a treasurer from its midst. A board member can hold more than one position.
3. Board members receive no remuneration for their duties other than those permitted under the ANBI-regulations¹. They are, however, entitled to reimbursement of the costs incurred by them in the performance of their duties, as well as a not excessive attendance allowance.

End of Board membership.

Article 10.

1. A Board member can be dismissed or suspended by the General Assembly at any time, even if he is appointed for a specific period of time. A decision to dismiss or suspend the General Assembly can only be taken by a majority of at least two thirds of the valid votes cast in a meeting where at least half of the number of members entitled to vote is present or represented.
A suspension that is not followed by a dismissal within three (3) months, ends with the expiry of that period.
2. A retiring Board member is immediately eligible for reappointment.
3. The position of Board member ends upon death, upon resignation, whereby a notice period of three months must be observed, and furthermore if the member in question of whom a representative is a Board member stops being a member of the association.

Management tasks. Representation. ANBI-regulations.

Article 11.

1. Subject to the restrictions according to the articles of association, the board is charged with managing the association.
2. If at any time the number of Board members has fallen below the minimum set in Article 9, paragraph 1, the Board members still in office remain authorised. The board is then obliged to convene a General Assembly as soon as possible in order to fill the vacancy or vacancies concerned.
3. The board is not authorised to conclude agreements to purchase, dispose of or encumber registered goods. Furthermore, the board is not authorised to enter into agreements, whereby the association commits itself as guarantor or joint debtor, makes a commitment to a third party or undertakes to provide security for a debt of another party.
4. The board is authorised under its responsibility to have certain parts of its duties carried out by committees. The board determines the task, composition and working method of a committee and can cancel a committee.
5. The association is represented by the board. The representative authority is also vested in two Board members acting jointly.
6. The board draws up a multi-year policy plan. The multi-year policy plan is up-to-date and provides insight into the way in which the objective of the association is being implemented. The policy plan provides insight into:
 - a. the activities performed by the association;
 - b. the way the association wants to raise money;
 - c. the management of the assets of the association;
 - d. the use of the assets of the association.
7. The board is responsible for creating, keeping in operation and updating an internet site for the association, on which the information prescribed by the ANBI-regulations is published.
8. The board also observes the provisions of the ANBI-regulations that are not mentioned in these articles of association.

Board meetings.

Article 12.

1. The board meetings are held in the municipality of Arnhem or at another location as determined during the

¹ ANBI = Institution for General Public Advancement (Dutch acronym: ANBI).

convocation, whether or not within the Netherlands. The board may also meet elsewhere, provided that none of the Board members has objected to this.

2. The board meetings are chaired by the chairman. If he or she is not present, the meeting itself provides a chairperson.
3. Minutes shall be taken of the proceedings at each meeting by the secretary, which shall be adopted and signed by the chairman and the secretary.
4. By rules to be established by the board, further rules concerning the meetings of and decision-making may be given by the board.
5. Each board member has one vote. A board member may be represented at the meeting by another Board member by written proxy. The requirement of written authorisation for the proxy is met if the proxy is recorded electronically. As a proxy, a board member can only vote for one other board member at the meeting.
6. Decisions are taken by simple majority.
7. The board may also take decisions other than in a meeting, provided that all board members in office are given the opportunity to cast their vote, and they have all declared themselves in writing or electronically in favour of the proposal. The chairman draws up a report of a decision taken outside a meeting, which is adopted at the next meeting of the board. The account thus established shall be added to the minutes together with the documents referred to in the first sentence of this paragraph.
8. Without prejudice to the provisions of the preceding paragraphs, if the board of the association so decides, a board member may also participate in the board meetings by means of an electronic means of communication, including by telephone, taking the floor and voting. To this end, it is required that the board member
 - i) can be identified through the electronic means of communication,
 - ii) can be directly informed of the proceedings at meetings,
 - iii) can participate in the deliberation, and
 - iv) can exercise his or her voting right.

General Assemblies.

Article 13.

1. All powers within the association, which are not assigned to the Board by law or the articles of association, are conferred on the General Assembly.
2. Annually, but no later than six months after the end of the financial year - unless this period is extended by the General Assembly - a General Assembly - the annual meeting - is held. The following items, at least, are discussed in the annual meeting:
 - a. the balance sheet and statement of income and expenditure with explanatory notes, or the annual financial statements, or - possibly - the management report as referred to in Article 18;
 - b. the statement of the auditor referred to in Article 18 paragraph 4 or the report of the committee referred to in that paragraph referred to in Article 18 paragraph 5;
 - c. the assignment to the accountant referred to in Article 18 paragraph 4 or the appointment of the committee referred to in Article 18 paragraph 5 for the following financial year;
 - d. the approval of the balance sheet and statement of income and expenses with explanatory notes or the adoption of the financial statements;
 - e. discharge of the Board members;
 - f. filling of any vacancies;
 - g. proposals from the Board or members as announced at the convocation for the meeting.
3. Other General Assemblies are held as often as the Board deems these to be desirable. Furthermore, at the written request of at least such a number of members that are authorised to cast one tenth of the votes in the General Assembly, the board is obliged to convene a General Assembly within a period of no more than four (4) weeks after the submission of the request. If the request is not complied with within fourteen (14) days, the applicants themselves may proceed to that convocation by convocation in accordance with Article 14 or by advertisement in at least one daily newspaper that is widely used at the location where the association is seated.
4. The General Assemblies are held in the municipality of Arnhem or at another location as determined during the convocation, whether or not within the Netherlands.

Convening the General Assembly.

Article 14.

1. The General Assemblies are convened by the board or by the chairman of the board. The convocation is made by letter and/or by e-mail to the (e-mail) addresses of the members if the person concerned has consented to this. The convocation is not later than one (1) month before the day on which the meeting is held.
2. The convening notice will state the subjects to be dealt with (agenda), without prejudice to the provisions of Articles 19 and 20.

Access and Voting Rights.

Article 15.

1. All members, associate members, partners and board members have access to the General Assemblies. Suspended board members and members do not have access unless it is about to be heard or expressing their opinion in case of suspension.
2. The General Assembly shall decide on the admission of persons other than those referred to in paragraph 1.
3. Only members of the association who are not suspended have the right to vote; each member has one (1) vote.
4. A member can cast his vote by proxy by another member, this member being authorised in writing. The requirement of written authorisation for the proxy is met if the proxy is recorded electronically. A member can act as a proxy for a maximum of two members.
5. Without prejudice to the provisions of the previous paragraphs, if the Board so decides, a person entitled to vote may also participate in the General Assemblies by electronic means of communication, take the floor there and cast his vote. To this end, it is required that the person entitled to vote
 - i) can be identified by the electronic means of communication,
 - ii) can directly take part in the proceedings at the meeting,
 - iii) can participate in the deliberation, and
 - iv) can exercise the voting right.

Chairmanship. Minutes.

Article 16.

1. The General Assembly is led by the chairman (president) of the association. If the chairman is absent, one of the other board members, to be designated by the board, will act as chairman. If the chairmanship is not provided for in this way, the meeting itself provides for it. Until that time, the chairmanship is held by the oldest person present at the meeting.
2. Minutes are taken of the proceedings at each meeting by the secretary or another person designated by the chairman for this purpose, which minutes are adopted and signed by the chairman and the secretary. The contents of the minutes are brought to the attention of the members.

Decision-making Process by the General Assembly.

Article 17.

1. The verdict of the chairman on the result of a vote, expressed in the General Assembly will be decisive. The same applies to the content of a decision taken, insofar as a vote was taken on a proposal that was not in writing.
2. If, however, immediately after a verdict as referred to in the first paragraph is pronounced, its correctness is disputed, a new vote will be held if the majority of the meeting or, if the original vote was not taken by roll call or in writing, a person entitled to vote who is present so requires. The legal effects of the original vote will lapse as a result of that new vote.
3. If the articles of association or the law do not provide otherwise, all decisions of the General Assembly are taken by an absolute majority of the votes cast.
4. Blank and invalid votes are considered not to have been cast.
5. If no one has obtained an absolute majority in the case of an election of persons, a second vote shall take place between the nominated candidates. If, in that case, again no one has obtained the absolute majority, a second vote will take place until either one person has obtained the absolute majority, or a vote has been taken between two persons and the votes are tied. In the case of reported re-votes (which does not include the second vote), votes are always cast between the persons who voted in the previous vote, except for the person on whom the lowest number of votes was cast in that previous vote. If the smallest number of votes was cast in respect of more than one person in that prior vote, then a lottery will determine which of those persons can no longer vote in the new vote. In the event of a tie between two people the votes are tied, it will be decided through a lottery which of them is elected.
6. If the votes are tied on a proposal that does not concern the election of persons, that proposal is rejected.
7. All votes are cast orally, unless the chairman deems a written vote desirable or one of those entitled to vote so requires before the vote. Written voting takes place by unsigned, closed notes, unless voting is done electronically. Decision-making by acclamation is possible, unless a person entitled to vote requires a roll-call vote.
8. The General Assembly may also take decisions outside a meeting, provided that all members are given the opportunity to cast their vote in writing, by e-mail or by electronic means, and they have all consented to this method of decision-making in writing or by electronic means.
9. Provided that all the members are present or represented at a meeting of the General Assembly, valid resolutions may be adopted, provided that this is done by a unanimous vote, on all subjects raised – therefore including a proposal to amend these articles of association or to dissolve the association – even if the meeting was not convened in the prescribed manner or if any other regulation on the convening and holding of meetings or a related formality has not been observed.

Rendering of accounts. Annual Report by the Board.

Article 18.

1. The financial year runs from the first day of January up to and including the thirty-first day of December.
2. The Board is required to keep records of the financial situation of the association and of all matters related to the activities of the association, in accordance with the requirements arising from those activities, and to keep the related books, records and other data carriers in such a way, that the rights and obligations of the association are at all times apparent there from.
3. In implementation of the provisions of the previous paragraph, the following applies:
 - a. within six (6) months after the end of the financial year, unless the General Assembly has extended this term, the Board shall issue a management report on the course of affairs in the association and on the policy pursued;
 - b. the Board submits the balance sheet and the statement of income and expenditure with an explanation to the General Assembly for adoption;
 - c. the documents referred to under b. are signed by the Board members; if the signature of one or more of them is missing, this shall be stated describing the reasons.
4. The association may instruct an accountant, as referred to in Article 2: 393 paragraph 1 of the Dutch Civil Code, to submit a statement to the General Assembly regarding the reliability of the documents referred to in paragraph 3 under b.

The General Assembly is authorised to grant the assignment. The General Assembly will in any case make use of this authority, if and as long as the capital of the association and/or the annual budget of the association exceeds one hundred thousand euros (€ 100,000.00) or a higher amount to be replaced by the General Assembly.
5. If no accountant is designated to submit the statement referred to in paragraph 4 to the General Assembly, the following applies:
 - a. the General Assembly annually appoints a committee from the members of at least two persons who may not be a board member;
 - b. the committee examines the documents as referred to in paragraph 3 under b. and reports its findings to the General Assembly;
 - c. for the purpose of its investigation, the Board is obliged to provide the committee with all information requested by it, to show it the association's cash register and the assets, and to provide access to the books and documents of the association;
 - d. if the examination of the account and accountability requires special accounting knowledge, the examination committee can be assisted by an expert;
 - e. the tasks of the commission can be revoked at any time by the General Assembly, but only by the appointment of another committee;
 - f. each member of the committee may be removed from his or her post at any time by the General Assembly.
6. The board is obliged to keep the books, documents and other data carriers referred to in paragraphs 2 and 3 for at least seven (7) years, without prejudice to the provisions of paragraph 7 below.
7. The data applied to a data carrier, with the exception of the balance sheet and statement of income and expenditure, can be transferred to another data carrier and saved, provided that the transfer takes place with correct and complete reproduction of the data and these data will be available during the entire storage time, and can be made legible within a reasonable period of time.

Amendments to the Articles of Association.

Article 19.

1. The articles of association may not be amended otherwise than by resolution of a General Assembly, which has been convened subject to a period of at least one (1) month in advance, while stating that an amendment to the articles of association will be proposed at that meeting.
2. The persons who convened the General Assembly for the discussion of a proposal to amend the articles of association must make a copy of that proposal, containing the proposed amendment verbatim, available at a suitable place for inspection by the members, at least one (1) month before the meeting until the end of the day at which the meeting is held.
3. An amendment to the articles of association will not enter into force until a notarial deed has been drawn up. Each member of the board is authorised to have that deed executed. Furthermore, the General Assembly can authorize one or more persons to have the notarial deed executed.

Dissolution.

Article 20.

1. The Association may be dissolved by a resolution of the General Assembly. The provisions of paragraphs 1 and 2 of the previous article apply mutatis mutandis. The General Assembly appoints the liquidators upon the dissolution decision on the proposal of the board. If no liquidators have been designated in the decision to dissolve, liquidation will be executed by the board.
2. A possible positive balance from the dissolved association will be awarded to an Institution for General Public Advancement (Dutch acronym: ANBI), as referred to in Article 5b of the General Tax Act [of the Netherlands]

(or legislation replacing it), with a similar objective or a foreign institution that exclusively or almost exclusively serves the public benefit and which has a similar objective.

3. After completion of the liquidation, the books, records and other data carriers of the dissolved association shall remain in the custody of the person designated for that purpose by the liquidators, for the period prescribed by law.
4. Moreover, the provisions of Book 2, Title 1, of the Dutch Civil Code will apply to the liquidation.

Bylaws.

Article 21.

1. The board may draft and adopt internal rules and/or other regulations in which subjects are regulated that are not or not fully covered by these articles of association.
2. Regulations as referred to in paragraph 1 may not be in conflict with the law, even where it does not contain mandatory law, nor with the articles of association.

Transitional Provision.

Article 22.

The first financial year will end on the thirty-first of December two thousand and twenty. This article, as well as its title, will expire as soon as the first financial year is finished.