

VHN Notarissen B.V.
Vrijthof 19
6211 LD Maastricht
Tel.: 043 - 3298100
Fax: 043 - 3298111
E-mail: maastricht@vhn-notarissen.nl

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AMENDMENT TO THE ARTICLES OF ASSOCIATION EUROPEAN VASCULAR BIOLOGY ORGANISATION (EVBO)

DRAFT VERSION 3.1 DATED 08-06-2021

Article 1.

Definitions

In these Articles of Association, terms are defined as follows:

- *General Meeting*:
the body of the Association made up of members of the Association who hold voting rights;
- *Board*: the Board of the Association, also known as the Council;
- *In Writing/Written*:
by letter, fax or e-mail, or by a message transferred via another accepted means of communication and which may be received electronically or in writing, provided that the sender's identity may be established with sufficient certainty;
- *Articles of Association*:
the articles of association of the Association;
- *Association*:
the legal entity to which these Articles of Association relate.
- *Legislative proposal 34491*:
the legislative proposal to amend the Dutch Civil Code (*Burgerlijk Wetboek*) in connection with the uniformization and clarification of certain provisions relating to the management and supervisory boards of legal entities (Dutch Management and Supervision (Public and Private Companies) Act (*Wet bestuur en toezicht rechtspersonen*) (parliamentary paper no. 34491).

Article 2.

Name

The name of the Association will be **European Vascular Biology Organisation (EVBO)**.

Article 3.

Registered Office

The Association has its registered office in the Municipality of Maastricht, the Netherlands.

Article 4.

Objectives

1. The Association aims to improve and exchange knowledge in all areas relevant to vascular biology. In particular, the Association aims to highlight and promote research in the field of vascular biology, support the education of both young scientists and experts in clinical medicine, generate public awareness, lobby for the vascular biology discipline among scientific decision-makers, and engage with political decision-makers.
2. The Association tries to achieve this goal by, for instance, organising scientific

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meetings, workshops, summer schools or other events, physically or virtually, independently or in cooperation with other organisations. The Association will also use the Internet and other media to inform and communicate with the research community.

Article 5.

Members. Candidate members. Benefactors

1. Members of the Association may be natural persons or legal entities.
2. The Board will keep a register in which all the names and addresses of all members, candidate members and benefactors are recorded.
3. Candidate members are those who participate in the activities of the Association, but have not yet been admitted as members.
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. Candidate members and benefactors will have no rights and obligations other than those conferred and imposed on them by or pursuant to the Articles of Association.

Article 6.

Granting membership

1. The Board will decide on approving members, candidate members and benefactors.
2. If a candidate member is not granted membership, the General Meeting may decide to grant membership to that candidate member after all.

Article 7.

End of membership and end of rights and obligations of candidate members and benefactors

1. Membership of the Association will end:
 - a. as a result of the member's death;
 - b. as a result of termination by the member;
 - c. as a result of termination by the Association.

Membership may be terminated by the Association if a member has ceased to fulfil the requirements for membership stipulated in the Articles of Association, if he, she or they fails to fulfil his, her or their obligations vis-à-vis the Association, or if the Association cannot reasonably be expected to allow membership to continue;
 - d. as a result of disqualification.

A member may be disqualified only if he, she or they acts contrary to the Articles of Association, regulations or resolutions of the Association, or if a member has unreasonably harmed the Association.
2. Termination by the Association will be effected by the Board.
3. Membership may only be terminated by a member or by the Association taking effect from the end of a financial year and with due observance of a notice period of four weeks.

Membership may also be terminated with immediate effect if the Association or the member cannot reasonably be expected to allow the membership to continue.

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4. Termination contrary to the provisions of the previous paragraph will terminate the membership at the earliest permissible point in time following the date on which it was terminated.
5. A member may terminate his, her or their membership with immediate effect within one month after being informed of a resolution to convert the Association into another legal form or to merge or demerge within the meaning of Title 7, Book 2 of the Dutch Civil Code.
6. A member may also terminate his, her or their membership with immediate effect within one month after a resolution that limits his, her or their rights or increases his, her or their obligations towards the Association has become known or been communicated to him, her or them.
In that case, the resolution will not apply to him, her or them.
A member will not be entitled, by means of terminating his, her or their membership, to exclude a resolution that would change his, her or their financial rights or obligations.
7. Disqualification from membership will be effected by the Board.
8. Within a month of the receipt of notification that a resolution has been adopted by the Association to terminate a member's membership for failing to meet the obligations to the Association and that the Association cannot reasonably be required to allow a member's membership to continue, as well as a resolution disqualifying a member from membership of the Association, the member in question may lodge an appeal against that resolution with the General Meeting. The member will be informed as soon as possible In Writing of the resolution, together with the reasons for it.
During the period of appeal and pending the appeal, the member will be suspended, provided, however, that the suspended member will be entitled to account for his, her or their actions at the General Meeting in which the appeal referred to in this paragraph is heard.
9. If the membership ends during the course of a financial year, the annual contribution will nevertheless remain payable in full.
10. The rights and obligations of a candidate member and of a benefactor may be mutually terminated by notice at any time, except that the annual contribution for the current financial year will remain payable in full.
11. Termination by the Association as referred to in the previous paragraph will be effected by the Board.

Article 8.**Annual Contributions. Obligations**

1. Members, candidate members and benefactors will be required to pay an annual contribution, to be determined by the General Meeting.
For this purpose, they may be divided into categories paying a different contribution.
2. In special cases, the Board will be authorised to grant full or partial exemption from the obligation to pay a contribution.
3. The Board will be authorised, after approval by the General Meeting, to attach obligations to the membership.

Article 9.

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1. The Board will consist of eight (8) or more persons to be determined and appointed by the General Meeting.
Officers are appointed from among the members of the Association, subject to the provisions in paragraph 2 of this article.
2. The General Meeting may decide to appoint one officer who is not a member of the Association.
3. Officers will be appointed on the basis of a binding nomination to be drawn up by the Board, subject to the provisions of paragraph 4 of this article.
The binding nomination will be drawn up as follows:
 - a. after the opening of the vacancy or vacancies, the candidates send a motivation letter together with their CV to the chair;
 - b. the chair, secretary and treasurer will select no more than three candidates for each vacancy. When the selection is made, the person applying for the vacancy will not vote.
 - c. the Board will then vote to select a maximum of two candidates per vacancy. When the selection is made, the person applying for the vacancy will not vote.

These chosen candidates will be designated as binding nominations by the Board and presented to the General Meeting.
The Board's nomination will be communicated when the meeting is convened.
4. The binding character of every nomination may be reversed by a resolution passed by at least two-thirds of the votes cast at a General Meeting at which at least two-thirds of the members are represented.
5. If no nomination has been drawn up, or if the General Meeting decides in accordance with the preceding paragraph to reverse the binding character of the nominations drawn up, the General Meeting will be free in its choice.

Article 10.**End of Board membership. Retirement by rotation. Suspension**

1. Every officer, even one appointed for a fixed term, may be dismissed or suspended by the General Meeting at all times.
If the suspension is not followed within three months by a decision to dismiss the Board member, the suspension will lapse upon expiry of that term.
2. The chair will resign no later than four years after his, her or their appointment, in accordance with the rotation schedule to be drawn up by the Board.
The secretary and treasurer will resign no later than three years after his, her or their appointment, in accordance with the rotation schedule to be drawn up by the Board.
The chair and secretary cannot be reappointed. The treasurer can be reappointed for one term.
The other Board members will resign no later than three years after their appointment, in accordance with the rotation schedule to be drawn up by the Board.
The Board member resigning may be reappointed for one term; a person who was appointed to fill an interim vacancy will take the place of his, her or their predecessor for purposes of the rotation schedule.

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3. Board membership will also end:
 - a. by the termination of the membership of the Association with regard to an officer appointed from among the members;
 - b. by retirement from the Board.

Article 11.**Positions on the Board. Decision-making by the Board**

1. The Board will designate a chair, a secretary and a treasurer from its midst. The procedure for this designation is further arranged in the Board Regulations. The Board may designate a replacement for each of them from its midst. An officer may hold more than one position.
2. The secretary will take minutes of the proceedings at every Board meeting, and the meeting chair and secretary will adopt and sign those minutes.
3. Board decisions may also be taken In Writing without holding a meeting, provided they are taken by a unanimous vote of all the officers.
4. An officer who has a direct or an indirect personal interest that conflicts with an interest of the Association or its related organisation business will not participate in any advisory or decision-making processes relating to that interest. If no Board decision can be taken as a result, the decision will be taken by the General Meeting.

Article 11A.**Board Regulations**

1. Further rules on the division of tasks, meetings and decision-making of the Board may be laid down in board regulations.
2. The Board may adopt board regulations providing for matters not covered by these Articles of Association.
3. These board regulations may not conflict with applicable law or these Articles of Association.
4. The Board may amend or revoke these board regulations at any time.
5. Adoption, amendment or revocation of board regulations will require a majority of at least three-quarters of the valid votes cast at a meeting convened especially for that purpose, with that meeting being attended by at least three-quarters of the sitting Board members.
6. After adoption by the Board, the board regulations will be submitted to the General Meeting for approval. The board regulations will enter into force upon the granting of such approval.

Article 11B.**Executive Board**

1. The Board can appoint an executive board from its midst, with the executive board comprising at least the chair, secretary and treasurer.
2. The manner of appointment, tasks and powers of the executive board will be laid down in more detail in the board regulations.
3. If an executive board is formed, the word "Board" used in these Articles of Association will be understood to mean the governing board.

Article 12.**Duties of the Board. Representation. Fees**

1. Subject to any restrictions imposed by the Articles of Association, the Board

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will be charged with managing the Association.

In the fulfilment of their duty, the officers will act according to the interests of the Association and its related organisation.

2. If the number of officers has dropped below three, the Board will nevertheless retain its powers.

The Board will then be obliged to convene a General Meeting as soon as possible, during which the filling of the vacancy/vacancies will be on the agenda.

In the event of absence or inability to act on the part of one or more officers, the remaining officer or officers will be charged with the entire management.

In the event of the absence or inability to act on the part of all officers or the sole officer, the Association will be managed temporarily by a person who must in all cases be appointed for that purpose by the General Meeting.

In these articles of association, an inability to act will in any case be understood to mean the circumstance that

- a. the officer is unavailable for more than seven days due to illness or other causes; or
- b. the officer is suspended.

3. The Board will have the power to have certain parts of its task performed under its responsibility by committees appointed by the Board.
4. Provided that the approval of the General Meeting has been obtained, the Board is authorised to enter into agreements providing for the acquisition, alienation or encumbrance of registered property and to enter into agreements pursuant to which the Association stands surety or commits itself as a joint and several debtor, acts as a guarantor for a third party or provides security for the debt of a third party and to represent the Association with regard to these actions. The absence of the above approval of the General Meeting may be invoked against third parties.
5. The General Meeting will be empowered to subject resolutions adopted by the Board to the General Meeting's approval. Such resolutions will be clearly specified and communicated to the Board In Writing.
6. Without prejudice to the provisions of paragraph 4 of this Article, the Association will be represented by the Board. The power to represent will also be vested in either the chair or two other officers. In the event of a conflict of interest between the Association and an officer, the Association may be represented by the officer or the other person designated for that purpose by the General Meeting.
7. The members of the Board will receive no remuneration for their work. They will, however, be entitled to the reimbursement of any expenses incurred in the discharge of their duties.

Article 13.**Management report. Accountability**

1. The Association's financial year will coincide with the calendar year.
2. The Board will be obliged to record the Association's financial position and all

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information relating to the Association's activities, in accordance with the requirements ensuing from such activities, in its accounts in such a manner, and to file the accounts, documents and other data carriers in such a manner, that all the Association's rights and obligations may be known at any point in time.

3. Within six months of the end of the financial year, unless this period is extended by no more than four months by the General Meeting, the Board will present a management report on the course of events in the Association and the policy conducted to the General Meeting.

The Board will submit the balance sheet and the statement of income and expenditure laid down on paper for approval by the General Meeting.

These documents will be signed by the officers. If one or more of their signatures is or are missing, that fact will be stated, together with the reasons for the omission.

After the said period of time has elapsed, each member may claim performance by the joint officers of their responsibilities at law.

4. Each year, the General Meeting will appoint from among the members a financial committee of at least two persons who may not be members of the Board.

This financial committee will examine the documents referred to in the second sentence of paragraph 3 of this article and report its findings to the General Meeting.

The Board will be obliged to provide the financial committee with all information requested by it for purposes of its investigation, to show it, if desired, the Association's cash and values and to make available for inspection the Association's accounts, documents and other data carriers.

5. Should the accountability investigation require specialised accounting knowledge, the financial committee may engage the services of an expert to assist in the investigation.
6. The General Meeting may revoke the mandate issued to the financial committee at any time, but only by appointing a new financial committee.
7. The Board will be obliged to keep the accounts, 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 referred to below.
8. Any data present in the data carriers, with the exception of the balance sheet and the statement of income and expenditure laid down on paper, may be transferred to other data carriers and be stored there, provided that the data in question are fully and correctly transferred and such data remain available during the entire filing period and can be rendered readable within a reasonable period of time.

Article 14.**General Meetings**

1. All powers within the Association not assigned to the Board by the law or the Articles of Association will be vested in the General Meeting.
2. Each year, within six months of the close of the financial year at the latest, a General Meeting – the annual meeting – will be held.

The following issues will be addressed at the General Meeting:

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- a. the management report and the accountability referred to in Article 13, together with the report of the committee referred to in that article;
 - b. the appointment of the committee referred to in Article 13 for the next financial year;
 - c. the filling of any vacancies;
 - d. proposals by the Board or the members, which proposals will be on the agenda accompanying the convening notice for the meeting.
3. Other General Meetings will be convened as often as the Board considers this desirable, or when it is obliged to do so by law or the Articles of Association.
 4. Furthermore, upon a Written request to that effect being filed by a number of members entitled to cast at least one-tenth of the votes in a General Meeting, the Board will be obliged to convene a General Meeting within four weeks of the submission of such a request.

If the request is not complied with within fourteen days, the parties filing the request may proceed to convene the meeting by notice in accordance with Article 18 or by an advertisement in at least one newspaper with a wide circulation in the area where the Association has its registered office, with due observance of the term for convening the meeting referred to in Article 18.

In that event, the parties filing the request may charge persons other than the officers with chairing the meeting and drawing up the minutes.

Article 15.**Admission and voting rights**

1. Admission to the General Meeting will be granted to all members of the Association, to an officer who is not a member of the Association and to all benefactors.
Suspended members, except as provided in Article 7, paragraph 8, candidate members and suspended officers will not be admitted.
2. The General Meeting may resolve to admit persons other than those referred to in paragraph 1 of this article to attend.
3. Each member of the Association that has not been suspended is entitled to cast a single vote.
The officer who is not a member of the Association will have an advisory role.
4. A member can have his, her or its vote cast by someone to whom he, she or it has granted a Written power of attorney for that purpose.
5. If the Board has declared it possible to do so in the notice convening the General Meeting, the members will be entitled to exercise their voting rights by means of an electronic means of communication, provided that (i) the conditions for the use of such means of communication, for example the connection, security, etc., are announced in the notice convening the General Meeting; (ii) the member can be identified; (iii) the member can take note directly of the proceedings at the meeting; and (iv) the member can take part in the deliberations, if such has been made possible.
6. If the Board has declared such possible In Writing, votes may be cast electronically prior to the General Meeting, but no earlier than on the thirtieth day before the date of the meeting.
Such votes will be deemed equivalent to votes cast at the General Meeting on

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the subject and are taken into account for the agenda item in question when determining the quorum.

Article 16.**Chairpersonship. Minutes**

1. The General Meetings will be conducted by the chair or acting chair of the Association.
In the absence of the chair or acting chair, the Board will designate one of the other officers to act as chair.
If a chair cannot be appointed in this way, the membership will appoint a chair from its midst.
Until that time, the meeting will be chaired temporarily by the oldest person attending the meeting.
2. The secretary or other person designated by the chair will take minutes of the proceedings at every meeting, with those minutes being adopted and signed by the chair and secretary.
Those who convene the meeting may have a notarial record made of the proceedings.
The contents of the minutes or the record will be communicated to the members.

Article 17.**Decision-making by the General Meeting**

1. The opinion of the chair expressed at a General Meeting with regard to the outcome of a vote will be decisive.
The same applies to the contents of any decision taken, in so far as the vote was taken on a proposal not recorded In Writing.
2. If, however, the accuracy of an opinion as referred to in the first paragraph is contested immediately after it is expressed, a new vote will be taken if such is requested by a majority of those attending the meeting or, if the original vote was not taken by means of roll call or ballot papers, by any party attending and entitled to vote.
Such a new vote will cancel the legal consequences of the original vote.
3. In so far as the Articles of Association or the law do not provide otherwise, all resolutions adopted by the General Meeting will be adopted by an absolute majority of the votes cast.
4. Blank and invalid votes will be considered as not having been cast.
5. If no one obtains an absolute majority in an election of persons, a second vote will be held or, in the case of a binding nomination, a second vote will be held between the nominees.
If no absolute majority should be obtained in this case either, further ballots will be held either until one person has obtained an absolute majority of the votes or, in the case of a vote between two persons, the vote is tied.
Any further ballots as referred to above – excluding the second ballot – will be votes between the persons voted on in the previous round, excluding, however, the person who received the fewest votes in the previous round.
If more than one person received the fewest votes during the previous round, a drawing of lots will decide which of these persons will not be allowed to go on

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to the next round.

If, in the case of a vote between two persons, the vote should be tied, a drawing of lots will decide the matter.

6. If the votes are tied, the proposal will be rejected, without prejudice to the provisions of paragraph 5 of this article.
7. All votes will be cast orally.
The chair may, however, stipulate that votes will be cast using ballot papers. If the vote concerns the election of persons, any of the persons in attendance and entitled to vote may also require that votes will be cast using ballot papers. Voting by means of ballot papers will take place using unsigned sealed ballots. Resolutions may be passed by acclamation unless one of the persons entitled to vote demands a roll call.
8. A unanimous resolution adopted with the prior knowledge of the Board by all members, even if not assembled in a meeting, will have the same force as a resolution adopted by the General Meeting.
This also 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 they are passed unanimously, on all the subjects to be discussed – therefore including a proposal to amend the Articles of Association or to dissolve the Association – even if the meeting was not convened in the prescribed manner or if any other rule concerning the convening and holding of meetings or a related formality was not observed.

Article 18.**Convocation of General Meetings**

1. The General Meetings will be convened by the Board, without prejudice to the provisions of Article 14, paragraph 4.
Meetings will be convened by sending Written notices to the addresses (including e-mail addresses) of the members and benefactors according to the register referred to in Article 5.
The notice period for convening will be at least four (4) weeks.
If a member or benefactor agrees to this In Writing, the convening notice may take the form of a message, which can be read and reproduced, sent electronically to the address supplied by the member or benefactor to the Association for this purpose.
2. The notice convening the meeting will state the subjects 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 cannot be amended other than by a resolution of the General Meeting, which was convened with notice that an amendment to the Articles of Association will be proposed at that meeting.
2. Those parties that have convened the General Meeting in order to discuss a proposal for an amendment of the Articles of Association must make a copy of the proposal, containing the verbatim text of the proposed amendment, available

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for inspection by the members at a suitable location from at least fourteen (14) days prior to the meeting until after the end of the day on which the meeting is held.

3. A resolution to amend the Articles of Association will require a simple majority of the votes cast at a meeting at which at least twenty-five percent (25%) of the members are present or represented.

If twenty-five percent (25%) of the members are not present or represented, a second meeting will be convened after that meeting, to be held within four weeks of the first meeting, in which a resolution on the proposal as discussed in the previous meeting may be adopted, irrespective of the number of members present or represented, provided that the resolution is adopted by a simple majority of the votes cast.

4. The amendment to the Articles of Association will not take effect until a notarial deed of such has been prepared.

Each officer will be authorised to have the deed executed.

Article 20.**Dissolution**

1. The Association may be dissolved pursuant to a resolution adopted by the General Meeting.

The provisions of Article 19, paragraph 1, will apply accordingly.

A resolution to amend the Articles of Association will require a simple majority of the votes cast at a meeting at which at least twenty-five percent (25%) of the members are present or represented.

If twenty-five percent (25%) of the members are not present or represented, a second meeting will be convened after that meeting, to be held within four weeks of the first meeting, in which a resolution on the proposal as discussed in the previous meeting may be adopted, irrespective of the number of members present or represented, provided that the resolution is adopted by a simple majority of the votes cast.

2. Following the dissolution, the Association will be liquidated by the officers. The Board may decide to appoint other persons as liquidators.

3. Any liquidation surplus will be transferred to those who were members at the time of the resolution to dissolve.

Each of them will receive an equal share.

However, the resolution to dissolve the Association may also provide for another allocation of the surplus.

4. Following the liquidation, the accounts, documents and other data carriers of the dissolved Association will remain in the custody of a person designated for that purpose by the liquidators for the period of time prescribed by law.

5. The liquidation will furthermore be subject to the provisions set out in Title 1, Book 2 of the Dutch Civil Code.

Article 21.**Standing Rules**

1. The General Meeting may adopt standing rules.
2. The standing rules may not contravene either the law, even if the provisions in question are not mandatory, or the Articles of Association.

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Article 22.

Transitional Provision

If Legislative Proposal 34491 enters into force, Article 12, paragraph 6, will read as follows:

6. Without prejudice to the provisions of paragraph 4 of this Article, the Association will be represented by the Board.
The power to represent will also be vested in either the chair or two other officers.