

[Stamp of the Royal Dutch Association of Civil-law Notaries]

File number: 2020.0076.01

Ref: KH - 260320.V3

## **AMENDMENT TO THE CHARTER OF AN ASSOCIATION**

Today, on the twenty-fourth of September two thousand and twenty, the following person appeared before me, Karen Anne Hüpler-Hebben, civil-law notary practising in Utrecht: Ms Caroline Jennifer Alice Traas, born in Vinkeveen en Waverveen on the twelfth of June nineteen hundred and seventy-four, who for the purpose of this deed chooses as her address Maliebaan 6, 3581 CM Utrecht, acting in this matter in the capacity set out below. The person appearing declared:

- that the General Meeting of the association with full legal capacity **Koninklijke Nederlandsche Maatschappij tot Bevordering der Geneeskunst**, with its registered office in Utrecht and offices at Mercatorlaan 1200, 3528 BL Utrecht, listed in the Trade Register under number 40476133, had resolved to amend the Charter in the following manner:

a. making use of Section 40(2) of Book 2 of the Dutch Civil Code (*Burgerlijk Wetboek*) on the twenty-sixth of March two thousand and twenty to amend Articles:

- 1;
- 2(4);
- 10(1) and (2);
- 12(1) and (2);
- 14(4);
- 16(4) and (5);
- 17(5) to (9) inclusive;
- 18(2) to (5) inclusive;
- 19(4.4) and (5);
- 22(3) and (4);
- 23;
- 25(5);

b. making use of the temporary act entitled Temporary measures in the field of the Ministry of Justice and Security in relation to the outbreak of COVID-19 (Temporary COVID-19 Justice and Security Act) (*Tijdelijke voorzieningen op het terrein van het Ministerie van Justitie en Veiligheid in verband met de uitbraak van COVID-19 (Tijdelijke wet COVID-19 Justitie en Veiligheid)*) on the second of July two thousand and twenty to amend Article 11(6) to (8) inclusive and Article 12(7) to (9) inclusive;

- that the aforesaid resolution of the General Meeting is evidenced by a document appended to this deed (**Appendix**);

- that the requisite approval by His Majesty the King is evidenced by a document appended to this deed (**Appendix**).

The person appearing, acting in the aforesaid capacity, subsequently declared that she, in implementation of the aforementioned resolution, was amending the association's Charter in its entirety and replacing it by the following:

### **CHARTER**

#### **Definitions.**

##### **Article 1.**

1. In this Charter, the following terms will have the meanings subsequently stated:

**President:** refers to the President of the KNMG;

**General Regulations:** refers to the general regulations of the KNMG;

**General Meeting:** refers to the KNMG body that is referred to as the general meeting in Title 2 of Book 2 of the Dutch Civil Code, unless it appears from the context that it concerns a meeting of the General Meeting;

**physician:** refers to a person who holds a degree certificate or a statement as referred to in Section 41(1)(b) of the IHCP Act that entitles him to inclusion in the medical register referred to in Section 3 of the IHCP Act, as well as a person who is no longer registered as a junior doctor under the laws and regulations in force but may nevertheless use the title of “non-practising physician”;

**audit committee:** refers to the committee described in more detail in Article 22;

**professional association:** refers to an association with full legal capacity of physicians or an association with full legal capacity whose legal-entity members have physicians as members, and whose objects include ensuring the proper performance of physicians and promoting the socio-economic and other public interests of physicians;

**cluster 1:** refers to a functional classification for physicians in general practice, physicians in geriatric care and physicians for the mentally impaired;

**cluster 2:** refers to a functional classification for physicians practising as medical specialists;

**cluster 3:** refers to a functional classification for physicians practising in social medicine;

**days:** refers to all the days of the week, therefore not excepting public holidays or days equated with public holidays under the General Extension of Time Limits Act (*Algemene termijnenwet*);

**district:** refers to a division of the KNMG in the form of a district;

**district chair consultation body:** refers to an umbrella consultation body in which all districts are represented;

**De Geneeskundestudent:** refers to the association with full legal capacity De Geneeskundestudent ('The Medical Student'), with its registered office in Utrecht and listed in the Trade Register under number 62746944;

**medical student:** refers to a student studying medicine at one of the medical faculties in the Netherlands;

**Federation Board:** refers to the board of the KNMG;

**Federation Officer:** refers to a member of the Federation Board;

**KNMG:** refers to the association whose internal organisation is governed by this Charter, being the association with full legal capacity Koninklijke Nederlandsche Maatschappij tot Bevordering der Geneeskunst ('Royal Netherlands Association for the advancement of Medicine'), listed in the Trade Register under number 40476133;

**KNMG Platform:** refers to the platform described in Article 21;

**members / member:** refers to both ordinary members and extraordinary members / both an ordinary member and an extraordinary member of the KNMG as described in more detail in Article 4, unless stated otherwise;

**professional-association member:** refers to a professional association that has been admitted as an ordinary member of the KNMG;

**membership:** refers to membership of the KNMG;

**Medisch Contact** ('Medical Contact'): refers to the official publication of the KNMG;

**Minister:** refers to the minister responsible for public health;

**in writing:** refers to a message that was transmitted by letter, email or any other electronic means of communication, provided that the message is legible and reproducible;

**Charter:** refers to the Charter of the KNMG;

**voting representative:** refers to a representative of an ordinary member at the general meeting as described in more detail in Article 12(1);

**IHCP Act:** refers to the Individual Healthcare Professions Act (*Wet op de beroepen in de individuele gezondheidszorg*).

2. Any references made to articles are references to articles in this Charter, unless expressly stated otherwise. Wherever this Charter refers to 'he', this term extends to include 'she'. References in this Charter to 'his' extend to include 'her'.

### **Name and registered office.**

#### **Article 2.**

1. The name of the association is: **Koninklijke Nederlandsche Maatschappij tot Bevordering der Geneeskunst.**

2. The abbreviated name of the association referred to in Paragraph 1 of this article is: KNMG.

3. The KNMG has its registered office in Utrecht.

4. The KNMG, which was formed in eighteen hundred and forty-nine (1849), was recognised as a corporate body by Royal Decree dated the twenty-sixth of November eighteen hundred and forty-nine (26-11-1849) and was granted the designation *Koninklijk* ('Royal') by Royal Decree dated the seventh of July nineteen hundred and forty-nine (07-07-1949). The KNMG was set up for an indefinite period from the entry into force of the amendment to the charter in nineteen hundred and seventy-eight (1978).

#### **Object.**

##### **Article 3.**

1. The object of the KNMG is to promote medicine in the widest sense in the interest of public health.

2. The KNMG seeks to achieve this object by carrying out activities such as:

a. developing, interpreting, explaining and influencing policy in the following policy areas:

i. health law;

ii. medical ethics;

iii. professional conduct;

iv. medico-social work;

v. professional autonomy;

b. developing, adopting and implementing regulations in respect of:

i. registering and re-registering medical specialists and practitioners of a legally registered subdiscipline (*profielartsen*);

ii. supervising the quality of the medical postgraduate courses;

c. providing a platform for the medical profession (enabling physicians to meet and exchange knowledge and opinions):

i. publishing or arranging the publication of *Medisch Contact*;

ii. maintaining or arranging the maintenance of a library;

iii. organising or arranging the organisation of committees, working groups, substantive meetings and conferences,

and furthermore all matters that are directly or indirectly related or may be conducive to the foregoing, in the broadest sense.

3. The activities described in Paragraph 2 of this article are performed within the parameters laid down in the document entitled *De KNMG in haar kracht door gezamenlijkheid en acceptatie van verschillen* ('The KNMG in its strength through collectivity and acceptance of differences'), adopted by the General Meeting. In this context, the most recently adopted version of this document will apply.

4. The manner in which the objectives set out in Paragraphs 2 and 3 of this article can be achieved may be laid down in the General Regulations.

5. The KNMG operates on a not-for-profit basis.

#### **Members and membership.**

##### **Article 4.**

1. The KNMG has:

a. ordinary members;

b. extraordinary members.

2. Only professional organisations and De Geneeskundestudent can register as ordinary KNMG members. Professional associations also have to meet the criteria set out in the General Regulations.

3. Applications for ordinary membership must be submitted in writing to the Federation Board, together with a recent extract from the Trade Register. The General Meeting decides on the admission of ordinary members. To this end, the Federation Board will draw up a nomination in consultation with the (professional) association concerned. The nomination will show that the criteria referred to in Paragraph 2 of this article are fulfilled.

4. Only ordinary members are members within the meaning of Book 2 of the Dutch Civil Code.

5. Only physicians who cannot become members of a professional association can register as extraordinary members.
6. Applications for extraordinary membership must be submitted in writing to the Federation Board and state the reasons why membership of a professional association cannot be obtained. The Federation Board decides on the admission of extraordinary members. If the Federation Board refuses admission - which resolution is communicated to the applicant in writing, supported by reasons - the General Meeting may still resolve to admit the person concerned. The applicant can submit a request to that effect via the Federation Board within one month of being informed of the resolution to refuse admission.
7. The Federation Board's resolution to make a nomination as described in Paragraph 3 of this article, as well as the Federation Board's resolution to admit an applicant as described in Paragraph 6 of this article, must be adopted with a majority of at least two-thirds of the votes validly cast.
8. The General Meeting's resolution to admit an applicant as described in Paragraph 3 of this article, as well as the General Meeting's resolution to admit an applicant as described in Paragraph 6 of this article, must be adopted with a majority of at least two-thirds of the votes validly cast.
9. Every member is bound by the KNMG's Charter and regulations.
10. The Federation Board maintains a register containing the names and (email) addresses of all the members and of the members' members, a further specification of which may be laid down in the General Regulations, all this with due observance of the applicable privacy legislation. The register also contains the names and (email) addresses of the voting representative and the deputy voting representative of each ordinary member as referred to in Article 12.

The members are obliged to inform the Federation Board immediately of changes in those details by means of a written notification to the KNMG's address.

Any changes in the details of the members' members will be communicated by the members to the Federation Board.

#### **Honorary title.**

##### **Article 5.**

1. The General Meeting may - on the Federation Board's proposal - confer the title of "honorary member" on persons on account of their exceptional services to the KNMG.
2. The provisions of Article 4(7) and (8) will apply *mutatis mutandis* in respect of the decision-making regarding the conferral or revocation of an honorary title.
3. Persons who have been awarded the title of "honorary member" will have the rights and obligations described in the General Regulations.

#### **End of membership.**

##### **Article 6.**

1. Ordinary membership will end:
  - a. if and as soon as an ordinary member ceases to exist;
  - b. if an ordinary member no longer complies with the provisions of Article 4(2) and the membership is cancelled in accordance with the provisions of Paragraph 3(c) or Paragraph 5 of this article;
  - c. in the event of the ordinary member's bankruptcy;
  - d. in the event of cancellation by the ordinary member;
  - e. in the event of cancellation by the KNMG;
  - f. in the event of disqualification.
2. Extraordinary membership will end:
  - a. if the extraordinary member is granted membership of a professional-association member and the membership is cancelled in accordance with the provisions of Paragraph 5 of this article;
  - b. if the extraordinary member dies;
  - c. in the event of cancellation by the extraordinary member;
  - d. in the event of cancellation by the KNMG;
  - e. in the event of disqualification.

3. Ordinary members can only cancel their membership in writing with effect from the end of the association year and subject to six months' notice, on the understanding that:
  - a. ordinary members may cancel their membership with immediate effect within one month of having been notified of a resolution to convert the KNMG into a different legal form, or to effect a merger or demerger;
  - b. ordinary members may cancel their membership with immediate effect within a month of becoming aware or being notified of a resolution limiting their rights or increasing their (non-financial) obligations; in that case, the resolution will not apply to the relevant member;
  - c. ordinary members may cancel their membership with immediate effect if they have ceased to meet the requirements for membership, and also if an ordinary member cannot reasonably be required to allow membership to continue;
  - d. further provisions will be laid down in the General Regulations on the financial settlement following the cancellation of ordinary membership, based on the premise that the ordinary member concerned will have to pay the KNMG financial compensation.
4. Extraordinary members can only cancel their membership in writing with effect from the end of the association year and subject to four weeks' notice. The provisions of Paragraph 3(a), (b) and (c) will apply *mutatis mutandis*.
5. Cancellation of membership by the KNMG will be carried out by the Federation Board. This decision may be taken if a member no longer meets the membership requirements, if he fails to fulfil his obligations towards the KNMG, or if the KNMG cannot reasonably be required to allow membership to continue. Cancellation as referred to in this paragraph will have immediate effect.
6. Disqualification from membership will be carried out by the Federation Board. A member may only be disqualified if he acts in violation of the KNMG's Charter, regulations or resolutions - expressly including the General Regulations and the KNMG's code of conduct - or unreasonably prejudices the KNMG. Disqualification will end membership with immediate effect.
7. The Federation Board will notify the member concerned by registered letter of a resolution to cancel membership by the KNMG or disqualification from membership by the KNMG.
8. After receiving the registered letter referred to in Paragraph 7 of this article, the member concerned may lodge an appeal with the General Meeting against the cancellation or disqualification resolution within one month of receiving that letter. The member concerned will be suspended during the appeal period and pending the appeal.
9. The provisions of Article 4(7) and (8) will apply *mutatis mutandis* in respect of the decision-making regarding cancellation and disqualification by the Federation Board and the General Meeting respectively as referred to in Paragraphs 5, 6 and 8 of this article.
10. If membership ends during the calendar year, the membership fee will nevertheless be owed for the whole year, unless the General Meeting resolves otherwise in individual cases and without prejudice to the provisions on this point of the General Regulations.

#### **Suspension.**

##### **Article 7.**

1. A member may be suspended by either the Federation Board or the General Meeting. A suspension that is not followed within three months by either a one-off extension by three months of the suspension period or a cancellation or disqualification resolution will end on the expiry of that period.
2. The suspended member will retain his obligations towards the KNMG during his suspension, but will not have any rights and will not be admitted to meetings, except if and insofar as the suspension of the member concerned is up for discussion at that General Meeting.

#### **Membership fee.**

##### **Article 8.**

1. The members are obliged to pay a membership fee to the KNMG, the level of which is determined annually by the General Meeting on the Federation Board's proposal.
2. The membership fee may consist of several components. Further rules may be laid down on this point in the General Regulations.

3. To that end, the Federation Board may divide members into categories, each of which is to pay a different membership fee.
4. In exceptional circumstances, the Federation Board is authorised to grant a full or partial exemption from the obligation to pay a membership fee.

### **Districts.**

#### **Article 9.**

1. To promote cohesion between physicians and the KNMG, the General Meeting - on the Federation Board's proposal - will set up districts. On this occasion, each district will be assigned its own name and boundaries.
2. A district is a regional organisation for the benefit of physicians from various professional groups and the medical students represented within the KNMG. A district does not have legal personality. The districts provide an interdisciplinary meeting place at local and regional level for physicians and prospective physicians, giving them an opportunity to discuss and form opinions on cross-discipline issues, among other things. The outcome of such discussions will serve as solicited and unsolicited advice to the Federation Board, helping the latter to prepare medical and ethical viewpoints. In this context, the quality of professional practice and of public health will be the point of departure.
3. Where possible, a district implements the KNMG's object and ideas at regional level.
4. To this end, a district cooperates as much as possible with the KNMG's national office.
5. The following provisions apply in any case where a district is concerned:
  - a. each district has its own district board;
  - b. the manner in which a district board is formed and the working procedure of a district board will be set out in district regulations to be adopted by the General Meeting on the Federation Board's proposal and/or in the General Regulations.
6. The chairs of the districts together make up the district chair consultation body. Consultations will be held at least twice a year between representatives of the district chair consultation body and representatives of the Federation Board.
7. The district chair consultation body delegates two members from among its number as members of the KNMG Platform.

### **General meeting. Number of meetings and agenda.**

#### **Article 10.**

1. A general meeting - the annual meeting - will be held annually within six months of the end of the association year.  
The items discussed during the annual meeting will in any case include the following:
  - a. approval of the directors' report;
  - b. approval of the balance sheet and the statement of income and expenditure, together with the audit committee's report and the external auditor's report;
  - c. approval of the policy conducted by the Federation Board during the period to which the directors' report and the balance sheet and statement of income and expenditure relate, insofar as that policy is apparent from those documents or the result thereof has been incorporated into those documents.
2. Other agenda items to be discussed at a general meeting include the following:
  - a. appointment of the external auditor for the next calendar year, insofar as necessary;
  - b. approval of the policy plan and the budget for the next association year;
  - c. determination of the membership fee and other contributions for the next association year, in accordance with the General Regulations;
  - d. motions put forward by the Federation Board or the members as announced in the notice convening the general meeting;
  - e. the filling of vacancies on the Federation Board, if any;
  - f. the filling of vacancies on the audit committee, if any.
3. Other general meetings will be held as often as deemed appropriate by the Federation Board.
4. Furthermore, the Federation Board will be obliged, when an ordinary member so requests in writing, to convene a general meeting within a period not exceeding twenty-eight days after the submission of the request.

If the request has not been complied with within fourteen days, the applicant concerned may convene the meeting himself in accordance with the provisions of Article 11.

**Manner of convening. Access. Adopting resolutions electronically.**

**Article 11.**

1. The Federation Board convenes the general meetings. The notice convening the meeting is sent in writing to the addresses of the ordinary members and to the addresses of the (deputy) voting representatives according to the register referred to in Article 4(10). The term of for convening the meeting is at least twenty-eight days, excluding the day of notice and that of the general meeting.

Any ordinary member and any (deputy) voting representative who agrees to this may also be sent the notice convening the meeting by electronic mail in a legible and reproducible message to the address that he has communicated to the KNMG for this purpose.

2. The notice convening the meeting will list the items to be addressed during the general meeting.

3. All voting representatives of a non-suspended ordinary member are entitled to attend and address the general meeting.

All (deputy) voting representatives of a non-suspended ordinary member are entitled to attend and address the general meeting if the voting representative for whom they deputise is unable to attend the general meeting himself.

4. Furthermore, all non-suspended Federation Officers are entitled to attend the general meeting, as are as many KNMG staff members as the Federation Board considers necessary for the purpose of guiding and/or supporting the General Meeting.

5. The Federation Board and the General Meeting together decide which other persons or representatives of ordinary members will be permitted to attend and address the general meeting.

6. The Federation Board may decide that a member is entitled to participate in and address the general meeting and to exercise the right to vote through an electronic means of communication. The use of the electronic means of communication will be at the voting representative's risk.

7. Implementation of Paragraph 6 requires that the voting representative can be identified, take note of the proceedings at the meeting directly and exercise the right to vote through the electronic means of communication. The Federation Board may set conditions for the use of the electronic means of communication. If the Federation Board decides to set conditions, these conditions will be announced in the notice convening the meeting.

8. The Federation Board may decide that a voting representative is entitled to cast his vote ahead of the general meeting through an electronic means of communication.

The only persons who are entitled to cast their votes in this manner are those who are listed as voting representatives in the KNMG's members' register at a time to be specified in the notice convening the meeting. Voting in this manner is only permitted after the general meeting has been convened, but never any earlier than on the fourteenth day preceding that of the meeting and never any later than on the day preceding that of the meeting.

The Federation Board will see to the registration of these votes and communicate the votes to the chair of the general meeting. A voting representative who has voted in this manner will be unable to retract his vote. Likewise, he will be unable to vote again at the general meeting. If the member who voted in this manner is no longer a member of the KNMG at the time of the general meeting, his vote will be deemed not to have been cast.

**General meeting. (Deputy) Voters.**

**Adoption of resolutions.**

**Article 12.**

1. The ordinary members will be represented at the general meeting by a permanent representative, being:

a. their chair; or

b. another permanent representative appointed by the board of an ordinary member from among the members of that board.

The permanent representative is the voting representative on behalf of the ordinary member which he represents at the general meeting.

The board of an ordinary member also appoints a permanent deputy voting representative.

2. Both the permanent representative and his deputy are appointed for a period of four years and will cease to act as such:

- a. if they lose the capacity on the basis of which they were appointed;
- b. if and as soon they cease to be board members of the ordinary member that they represent;
- c. on the expiry of the term of appointment.

Both the permanent representative and his deputy are eligible for reappointment twice.

3. Every (deputy) voting representative of a non-suspended member has the right to vote at the general meeting.

Only if the voting representative is unable to attend the general meeting will the deputy voting representative be authorised to vote at the general meeting on behalf of the ordinary member concerned.

4. The General Regulations will stipulate for each ordinary member how many votes the (deputy) voting representative may cast on behalf of the member concerned.

5. A (deputy) voting representative may have his vote cast by another (deputy) voting representative whom he has authorised to do so in writing. A (deputy) voting representative may vote as a proxy for only one other (deputy) voting representative.

6. The (deputy) voting representatives are expected to adopt resolutions by consensus where possible. If no consensus can be reached in respect of a motion, the motion concerned will be put to the vote. All resolutions of the General Meeting are adopted by a simple majority of the votes validly cast, unless the Charter specifies a different majority in respect of resolutions.

7. The votes cast ahead of the general meeting through an electronic means of communication are considered equivalent to votes cast during the meeting.

8. Blank votes cast during a vote will be deemed not to have been cast.

9. If the votes on a motion are tied, the motion will be rejected.

#### **General meeting. Chairmanship and minutes.**

##### **Article 13.**

1. The meetings will be chaired by the Chair of the Federation Board. If the Chair is absent, one of the other Federation Officers will chair the meeting. If the chair is not provided for in this manner either, the General Meeting itself will appoint a chair.

2. The proceedings at each general meeting will be recorded in minutes kept by or on behalf of the President or by another person appointed to that end by the chair of the meeting.

3. If a general meeting is convened at an ordinary member's request in accordance with the provisions of Article 10(4), the member requesting the meeting may charge persons other than the Chair of the Federation Board with the chairmanship of that general meeting.

#### **Financial year. Records. Directors' report, annual plan and annual budget.**

##### **Article 14.**

1. The financial year and the association year coincide with the calendar year.

2. The Federation Board is obliged to keep records of the KNMG's financial position and of all aspects concerning the KNMG's activities, in accordance with the requirements arising from those activities, and to retain the associated accounts, records and other data carriers, in such a manner that the KNMG's rights and obligations can be known at all times.

3. During a general meeting held within six months of the end of the financial year, subject to extension of that period by the General Meeting on grounds described by law, the Federation Board will present an annual report on the KNMG's affairs and the policy conducted. It will submit the balance sheet and the statement of income and expenditure, with explanatory notes, to the General Meeting for the latter's approval. These documents will be signed by all the Federation Officers. Should the signature of one or more of them be missing, the reasons for this must be stated.

4. The General Meeting will instruct an external auditor as referred to in Section 2:393(1) of the Dutch Civil Code to audit the balance sheet and statement of income and expenditure

compiled by the Federation Board in accordance with the provisions of Subsection (3) of that section. The auditor will present the results of his audit in an audit opinion, the nature of which will be determined in consultation between the Federation Board and the auditor concerned. On this occasion, consideration will be given to the laws and regulations applicable to the KNMG, if any. This opinion will be added to the documents submitted for approval to the General Meeting.

5. The General Meeting appoints the members of the audit committee, which committee consists of at least three natural persons. Further rules will be laid down in audit committee regulations in respect of the appointment, composition, working procedure and powers of the audit committee.

6. The audit committee will annually review the account of the financial policy conducted by the Federation Board, partly on the basis of the external auditor's opinion made available to it, and report its findings to the General Meeting both verbally and in writing.

7. The Federation Board will draw up the annual plan and the annual budget for the next calendar year before or in the month of December preceding the start of that calendar year. The General Meeting will subsequently approve the documents before or in that same month of December.

8. The Federation Board is obliged to retain the accounts, records and other data carriers referred to in Paragraphs 2, 3, 4 and 7 of this article during the period prescribed by law.

#### **Federation Board. Composition and appointment.**

##### **Article 15.**

1. The Federation Board consists of four natural persons who are appointed by the General Meeting, with due observance of the following provisions:

a. the ordinary members pertaining to cluster 1 are entitled to make a joint binding nomination for one Federation Officer, not being the Chair of the Federation Board, which Federation Officer has to meet the quality requirement of having substantive ties with cluster 1;

b. the ordinary members pertaining to cluster 2 are entitled to make a joint binding nomination for one Federation Officer, not being the Chair of the Federation Board, which Federation Officer has to meet the quality requirement of having substantive ties with cluster 2;

c. the ordinary members pertaining to cluster 3 are entitled to make a joint binding nomination for one Federation Officer, not being the Chair of the Federation Board, which Federation Officer has to meet the quality requirement of having substantive ties with cluster 3;

d. a binding nomination may be stripped of its binding nature by a resolution of the General Meeting adopted by at least two-thirds of the votes validly cast, if two-thirds of the number of votes to be jointly cast by the (deputy) voting representatives of ordinary members can be jointly cast at the general meeting;

e. if the General Meeting resolves to strip the binding nomination made of its binding nature, the cluster concerned will be given the opportunity to make another binding nomination;

f. the Chair of the Federation Board may not be a director or employee of an ordinary member or a director or employee of a legal-entity member of an ordinary member;

g. a Federation Officer may not also be a delegate at the general meeting;

h. each Federation Officer must be a member of an ordinary member or a physician registered with a professional-association member;

i. each Federation Officer must meet the quality requirement of being a physician or medical student;

j. all Federation Officers are appointed without involvement of the members.

2. If a cluster fails to make a binding nomination within three months after the Federation Board made the request to this effect to the boards of the ordinary members pertaining to the cluster concerned, the Federation Board will be authorised to make a binding nomination of one Federation Officer. The Federation Officer concerned must meet the quality requirement of having substantive ties with the cluster that did not exercise the right to make a binding nomination.

3. Both the Federation Board and the board of an ordinary member can nominate a person for the position of Chair of the Federation Board.

4. In addition to the provisions of Paragraph 1 of this article, membership of the Federation Board is incompatible with the positions described in the General Regulations.

5. The division of duties within the Federation Board will be arranged in more detail in the General Regulations.

**Duration, reappointment and end of Federation Board membership. Dismissal, suspension and resignation.**

**Article 16.**

1. Each Federation Officer is appointed for a period of four years. A Federation Officer is subsequently eligible for reappointment for one more successive period of four years.

2. A Federation Officer will cease to act as such:

- a. if he dies;
- b. if he steps down (resignation);
- c. if he is removed by the General Meeting;
- d. if he loses the right to dispose of his assets;
- e. upon the expiry of the term of appointment;
- f. if he no longer meets the quality requirement on the basis of which he was appointed;
- g. if (a conflict with) one of the situations as described in Article 15(1)(f) to (i) inclusive arises;
- h. if he is convicted of a crime in a final judgment.

3. If a Federation Officer is absent or unable to act, the remaining Federation Officers will be charged with the management. In case of one or more vacancies, the remaining Federation Officers or the remaining Federation Officer will remain competent. Vacancies must be filled as soon as is reasonably possible, preferably within three months. If there are no Federation Officers left, the General Meeting will appoint new Federation Officers without delay.

4. A situation of *absence* exists if a vacancy arises because a Federation Officer resigns or is removed and no immediate successor has been appointed, or because a Federation Officer dies.

A situation of *inability to act* exists in any case if a Federation Officer is temporarily unauthorised or unable, due to:

- a. suspension;
  - b. a period of illness lasting longer than two months; or
  - c. a period of unavailability lasting longer than two months,
- to perform the duties or exercise the powers conferred on the Federation Officer by or pursuant to the law, this Charter or the KNMG's regulations.

5. Each Federation Officer may be suspended or removed by the General Meeting, whether on the Federation Board's proposal or otherwise. A suspension that is not followed within three months by a resolution to proceed with removal will end on expiry of that period. A resolution as referred to in this paragraph can be adopted only by a majority of at least two-thirds of the votes validly cast, during a general meeting at which at least three-fourths of the number of (deputy) voting representatives are present or represented.

**Adoption of resolutions by Federation Board.**

**Article 17.**

1. The Federation Board will meet as often as is required under the Charter or the Chair of the Federation Board or another Federation Officer so desires, but at least four times a year.

2. The Federation Officers are expected to adopt resolutions by consensus where possible. If no consensus can be reached in respect of a motion, the motion concerned will be put to the vote. Resolutions can only be adopted during the meetings of the Federation Board if at least half of the Federation Officers are present, and must be adopted by a simple majority of votes. Each Federation Officer has one vote.

3. The Federation Board may also adopt resolutions (in writing) without holding a meeting, provided that all Federation Officers have expressed their opinion on the motion concerned in writing.

4. The proceedings at each meeting will be recorded in minutes kept by or on behalf of the President. The Federation Board may decide that a list of resolutions and/or a list of actions will be drawn up in addition to or instead of minutes.
5. Each Federation Officer will ensure that there is no conflict of interest between himself and the KNMG.
6. In the event that a Federation Officer has a direct or indirect personal interest that conflicts with the interest of the KNMG, he must notify the other Federation Officers of this.
7. A Federation Officer may not take part in the deliberations and decision-making regarding the matter affected by the conflict of interest, will not be entitled to vote in this respect and will not be counted towards any quorum that may apply to the decision-making.  
If all the Federation Officers have a conflict of interest with the KNMG, the resolution will be adopted by the General Meeting.
8. The Federation Board will at all times ensure careful documentation of the decision-making in the event of a conflict of interest as referred to in Paragraph 6 of this article.
9. Further rules on subjects such as the Federation Board's meetings and decision-making will be laid down in board and management regulations.

#### **Management task and administrative authority.**

##### **Article 18.**

1. The Federation Board is charged with managing the KNMG, which includes conducting the KNMG's general policies based on the annual plan and budget adopted by the Federation Board and approved by the General Meeting.
2. Each Federation Officer will be guided by the interests of the KNMG and the associated organisation in performing his duties. Each Federation Officer will be responsible for the general affairs. Individual Federation Officers may be charged with particular elements of the management task by a board resolution. A Federation Officer's duties include all management duties not assigned to one or more other Federation Officers.
3. Provided that it has the approval of the General Meeting, the Federation Board is authorised to resolve to enter into agreements concerning the acquisition, sale or encumbrance of property subject to registration, and to enter into agreements through which the KNMG commits itself as surety or joint and several debtor, warrants performance by a third party or provides security for the debt of a third party.
4. The Federation Board may accept testamentary dispositions only under the benefit of inventory.
5. The Federation Board is accountable to the General Meeting in respect of its actions and decisions.

#### **Representation.**

##### **Article 19.**

1. The KNMG will be represented by the Federation Board. Furthermore, the KNMG may be represented by two officers acting jointly, including the Chair.
2. The Federation Board may decide to authorise one or more Federation Officers as well as third parties - including the President - to represent the KNMG within the limits of such authorisation. The Federation Board may also resolve to confer a title on authorised persons.
3. The Federation Board will file the granting of continuous representative authority with the Trade Register.

#### **President.**

##### **Article 20.**

1. The KNMG has a President who supports the Federation Board. The President is charged with the management of and responsibility for the KNMG's office, the day-to-day affairs, preparing and implementing Federation Board resolutions, performing a part of the financial duties within the KNMG as laid down in the board and management regulations, supporting and advising the members within the parameters of the KNMG's objectives, appointing, suspending and dismissing staff members, determining their terms of employment and activities, as well as performing all the relevant activities aimed at achieving the KNMG's objects.
2. The President is supported by the KNMG's office.

3. The President acts within the policy frameworks adopted by the Federation Board, which are compatible with the annual plan approved by the General Meeting, and within the limits of the budget, and is accountable for his actions to the Federation Board.

4. The Federation Board appoints, suspends and dismisses the President. The Federation Board determines the President's terms of employment and activities and documents these in board and management regulations.

5. Unless matters are discussed that concern the President in person, the President is entitled to attend the meetings of the Federation Board and the General Meeting, and may address these meetings in an advisory role.

#### **KNMG Platform.**

##### **Article 21.**

1. The KNMG has a KNMG Platform. The purpose of the KNMG Platform is to consult and inform physicians and medical students in order to realise a balanced KNMG policy that is supported by the target group.

2. The KNMG Platform provides an environment for discussing the subjects that are adopted by the Federation Board in consultation and after coordination with the ordinary members.

3. The KNMG Platform consists of:

a. representatives of the ordinary members, on the understanding that each ordinary member may designate two representatives who qualify as members of the ordinary member concerned or qualify as members of a legal-entity member of an ordinary member;

b. two representatives of the district chair consultation body described in more detail in Article 9(7).

4. Further rules on the working procedure of the KNMG Platform may be laid down in the General Regulations.

## **Other agencies and committees.**

### **Article 22.**

1. The Federation Board may set up agencies and committees other than those referred to in the Charter.
2. The duties and responsibilities of these other agencies and committees will be determined by the Federation Board.
3. The General Meeting will set up an audit committee, with due observance of the provisions of Article 14(6) and (7).

## **Rules concerning the training and registration of medical specialists.**

### **Article 23.**

1. The KNMG will provide for an agency that, in accordance with the provisions of the IHCP Act:

- a. is charged with the application to the Minister to qualify a title associated with a sub-area of medicine as a specialist title;
- b. is charged with the decision to set up a specialists' register; and
- c. sets rules concerning the requirements that can be imposed in respect of the registration as a specialist and the recognition of specialist training institutes and trainers respectively.

2. The KNMG will provide for an agency that, in accordance with the provisions of the IHCP Act, is charged with:

- a. the registration of specialists;
- b. the recognition of training institutes and trainers respectively; and
- c. the supervision of compliance with the rules by recognised training institutes and trainers respectively.

3. The duties referred to in Paragraphs 1 and 2 of this article, the composition of these two agencies and the authority to set the rates of the agency referred to in Paragraph 2 of this article will be described in regulations adopted by the General Meeting. These regulations can only be adopted and amended with the Minister's approval.

4. The passing by the General Meeting of a motion to adopt or amend the regulations referred to in Paragraph 3 of this article will require a resolution adopted by a majority of at least two-thirds of the votes validly cast.

## **Advisors.**

### **Article 24.**

1. The Federation Board may appoint one or more advisors with a specific remit to assist it in the performance of its duties.

2. Further rules concerning the appointment of advisors as referred to in Paragraph 1 of this article may be laid down in the General Regulations.

## **Regulations.**

### **Article 25.**

1. The organisation and working procedure of the KNMG pursuant to - among other things - the Charter will be provided for in more detail in the General Regulations.
2. In addition to the General Regulations, special regulations may be adopted if and insofar as these are considered necessary in view of the content or purpose of the regulations concerned, including at least board and management regulations, district regulations, audit regulations and an investment charter setting out in more detail how the KNMG's funds will be handled.
3. Regulations may not contain provisions that conflict with the law or the Charter.
4. The board and management regulations will be drawn up and adopted by the Federation Board. The General Regulations, the audit regulations, the district regulations, the investment charter and the other special regulations will be adopted by the General Meeting on the Federation Board's proposal.
5. The provisions of Article 26(1) to (4) inclusive regarding amendments to the Charter apply *mutatis mutandis* to the adoption and amendment of regulations adopted by the General Meeting.

### **Amendments to the Charter.**

#### **Article 26.**

1. Any amendments to the KNMG's Charter will require a resolution of the General Meeting - following a motion to that effect from the Federation Board - whereby the notice convening that meeting must state that a motion to amend the Charter will be put forward at this meeting. The text of the motion to that effect will be included in the notice convening the general meeting and will be communicated to all members and the (deputy) voting representatives at least twenty-eight days prior to this general meeting.
2. A copy of the motion, including the verbatim text of the proposed amendment, must be available for inspection by the members at a location suitable for that purpose (which also includes at the offices and/or on the website of the KNMG) at least twenty-eight days prior to the general meeting, and must remain there until the end of the day on which the general meeting is held.
3. The resolution to amend the Charter can be adopted only by a majority of at least two-thirds of the votes validly cast, during a general meeting at which at least two-thirds of the total number of (deputy) voting representatives are present or represented.
4. If the number of (deputy) voting representatives present or represented at a general meeting in which a motion to amend the Charter is up for discussion is fewer than two-thirds of the total number, a new general meeting will be convened, to be held at least fourteen days later, but within twenty-eight days of the first meeting. During this general meeting, a resolution to amend the Charter may be adopted in a legally valid manner by a majority of at least three-fourths of the votes validly cast, irrespective of the number of (deputy) voting representatives present or represented at the general meeting.
5. The provisions of this article apply *mutatis mutandis* to a resolution to effect a legal merger or legal demerger.
6. An amendment to the Charter will not enter into force until after a notarial deed to that end has been drawn up. Each Federation Officer individually is authorised to have that notarial deed executed.

### **Dissolution.**

#### **Article 27.**

1. The KNMG may be dissolved by a resolution to that effect of the General Meeting. The KNMG can only be dissolved if a motion to that effect has been included in the notice convening the general meeting and was communicated to all members and all (deputy) voting representatives at least twenty-eight days prior to this general meeting.
2. The resolution to dissolve the KNMG can be adopted only by a majority of at least three-fourths of the votes validly cast, during a general meeting at which at least three-fourths of the total number of (deputy) voting representatives are present or represented.
3. If the number of (deputy) voting representatives present or represented at that general meeting is fewer than three-fourths of the total number, a new general meeting will be

convened, to be held at least fourteen days later, but within twenty-eight days of the first general meeting. In that case, Paragraph 2 of this article will apply *mutatis mutandis*.

4. If the number of (deputy) voting representatives present or represented at the second general meeting, in which a motion to dissolve the KNMG is up for discussion, is fewer than three-fourths of the total number, a new general meeting will be convened, to be held at least fourteen days later, but within twenty-eight days of that second general meeting. During this third general meeting, a resolution to dissolve the KNMG may be adopted in a legally valid manner by a majority of at least three-fourths of the votes validly cast, irrespective of the number of (deputy) voting representatives present or represented at the general meeting.

5. The KNMG will continue to exist after its dissolution insofar as this is necessary for the liquidation of its assets. Documents and notices sent by the KNMG must contain the words "in liquidation" after its name. Liquidation will be completed when the liquidators are satisfied that all assets are accounted for.

6. The Federation Officers will be the liquidators of the KNMG's assets. The provisions regarding the appointment, suspension and dismissal of officers will remain applicable to them. The other statutory provisions will also remain applicable as much as possible during the liquidation.

7. Any credit balance after liquidation will be used for such purposes, to be determined by the General Meeting on the Federation Board's proposal, as most closely correspond to the KNMG's objectivity, or will be transferred to a public benefit organisation as referred to in Section 5b of the State Taxes Act (*Algemene wet inzake rijksbelastingen*).

8. Following the liquidation, the KNMG's accounts and records will be held by the person or legal entity to be designated for that purpose by the General Meeting for the period prescribed by law.

#### **Concluding provision.**

#### **Article 28.**

All powers within the KNMG that the law or the Charter do not confer on other bodies are vested in the Federation Board.

Insofar as these powers involve the interpretation and/or application of provisions of the Charter and/or regulations - including the KNMG's General Regulations - the Federation Board will, in doing so, try to ascertain the objective envisaged when the provision concerned was drawn up and/or amended, and what interpretation should be given to the provision concerned by standards of reasonableness and fairness in the given circumstances and in the context of the KNMG's Charter and regulations.

#### **Authorisation**

The authorisation of the person appearing is evidenced by a private power of attorney, which will be appended to this deed.

#### **FINAL CLAUSE**

The person appearing has sufficiently proven her identity to me, the civil-law notary.

Furthermore I, the civil-law notary, communicated and explained the substance of the deed to the person appearing, including the consequences arising from the contents of the deed.

The person appearing declared that she had read and understood the contents of this deed and agreed to said contents. The person appearing also declared that she expressly agreed to the limited reading of the deed.

Immediately after its limited reading, the deed was signed by the person appearing and by me, the civil-law notary. The deed was executed in Utrecht on the date specified at the top of this deed.

Signatures

#### **ISSUED AS A TRUE COPY**

by me, Karen Anne Hüpler-Hebben,  
civil-law notary practising in Utrecht, on 24 September 2020

[signature]

[Stamp: K.A. Hüpler-Hebben, civil-law notary practising in Utrecht]