



EUPATI Foundation Statutes – August 2020

The articles below are an English translation of the original articles of association as stated above in the Dutch language. The wording of the document presented in the Dutch language will at all times be considered the basis for legal interpretation.

NAME AND SEAT

Article 1.

1. The Foundation bears the name: Stichting EUPATI Foundation.
2. The Foundation is seated in Amsterdam, Netherlands.

PURPOSE

Article 2.

1. The Foundation's nature is of public interest and not-for-profit.
2. The Foundation develops and offers education and training for patients and other stakeholders in healthcare in order to enable meaningful Patient Engagement in therapeutic innovation.
3. The Foundation realises its objective through, inter alia,
 - a) the development and dissemination of accessible, well-structured, comprehensive, independent, scientifically reliable and user-friendly educational material and training for patients and other stakeholders,
 - b) cross-institutional education and training for different stakeholders on Patient Engagement,
 - c) procurement of grants,
 - d) participation in projects,
 - e) fundraising,
 - f) the formation of international networks,
 - g) facilitating interaction between partners.

COMMITTEE/BOARD OF TRUSTEES

Article 3.

1. The committee, hereafter called the Board of Trustees, of the Foundation consists of five persons. The first Board of Trustees will be established by this deed.
2. The members of the Board of Trustees are appointed by the Board of Trustees for a period of three years; they are immediately eligible for re-election. The composition of the Board of Trustees reflects the spirit of the Foundation as a patient-led Public-Private Partnership.
3. In the event of one or more vacancies on the Board of Trustees, the Board will retain its powers.

Article 4.

The functions of the members of the Board of Trustees are decided upon by the Board of Trustees.



BOARD OF TRUSTEES' TASKS AND REPRESENTATION

Article 5.

1. The Board of Trustees is entrusted with fulfilling the business of the Foundation.
2. The Board of Trustees is authorised to enter into all agreements.

Article 6.

The Foundation is represented by the Board of Trustees. The Board of Trustees can delegate the representation to one or two members of the Board of Trustees jointly.

Article 7.

The Board of Trustees is authorised to delegate its tasks and operations.

MEETINGS OF THE BOARD OF TRUSTEES

Article 8.

1. The Board of Trustees' meetings are held as often as the Board of Trustees deems necessary.
2. The Board of Trustees decides by majority vote in a meeting where at least half of the number of Board of Trustees' members is present.
3. The Board of Trustees can take decisions without a meeting, in a circulation procedure, as far as no Trustee requests verbal consultation.

TERMINATION OF THE MEMBERSHIP OF THE BOARD OF TRUSTEES

Article 9.

Membership on the Board of Trustees terminates:

- a. By the expiration of the term of office.
- b. By resignation.
- c. By dismissal upon the decision of the Board of Trustees.
- d. By death.
- e. By bankruptcy.

FOUNDATION YEAR – ANNUAL REPORT AND ACCOUNTS AND ACCOUNTABILITY

Article 10.

1. The Foundation year runs from January first up to and including December thirty-first.
2. Within six months of the expiration of the Foundation year the Board of Trustees shall issue an annual report of the past financial year and the accounts.
3. The Board of Trustees approves the accounts.

FINANCIAL MEANS

Article 11.

The financial means of the Foundation are obtained from donations, testamentary dispositions, legacies, subsidies, the provision of services related to activities in Article 2 and other contributions.



OPERATING RULES

Article 12.

The Board of Trustees may introduce further operating rules on the organisation and the management of the Foundation. Operating rules can be adapted anytime within the purpose of the Foundation.

The Board of Trustees decides on the operating rules which cannot contain stipulations that are contrary to these articles of Foundation and in which arrangements are made that are necessary or desired in the view of the Board of Trustees.

AMENDMENT TO THE ARTICLES OF FOUNDATION

Article 13.

1. Amendment of these articles of association can only take place by a decision of the Board of Trustees, which has been called with the announcement that an amendment of the articles of association will be proposed, a copy of the proposed amendment must be included.
2. A decision to make amendments to the articles of Foundation needs at least two thirds of the number of members of the Board of Trustees.

DISSOLUTION

Article 14.

1. Dissolution of the Foundation can be resolved upon by the Board of Trustees.
2. A dissolution of the Foundation can only take place by a decision of the Board of Trustees, which has been called with the announcement that a dissolution of the Foundation will be proposed.
3. A decision for dissolution needs at least two thirds of the number of members of the Board of Trustees.
4. A decision for dissolution should also contain:
 - a. Appointment of a commission of liquidators, consisting of three persons
 - b. appointment of the means to cover a possible liquidation deficit
5. Any positive balance of the dissolved Foundation must be spent on behalf of a public benefit organization with a similar objective.