

2021RS67682FKE

### **Incorporation of Interprofessional.Global**

On this day, \*\*\*, appeared before me, Ronald Schultinga, LLM, civil-law notary in Groningen:

Mr Fabian Emmanuel Keijzer, junior civil-law notary, employed at my notary firm, at the address 9727 KB Groningen, Leonard Springerlaan 9C, born in Leeuwarden on the third of December nineteen hundred and eighty-two, in this matter acting under the written authorisation of:

1. Mr **Fredrik Justus Bronda**, residing at 9797 PT Thesinge, Molenweg 42, born in Groningen on the twenty-ninth of May nineteen hundred and sixty-four, married, holder of a driving licence with number 5814739484;
2. Mr **Jan Jaap Reinders**, residing at 9751 WR Haren, Achterhoeskamp 14, born in Rotterdam on the fourth of November nineteen hundred and seventy-two, married, holder of a passport with number NP58L6RB8.

A copy of the authorisations has been attached to this deed (**Appendix**).

The person appearing declared that, by way of this deed, he incorporated a foundation and adopted the following articles of association for that purpose:

#### **"Article 1**

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

1. The association bears the name: **Interprofessional.Global**.
2. The association has its registered office in the Municipality of Groningen.

#### **Article 2**

##### **Objectives and resources**

1. Interprofessional.Global (hereinafter: the Association) is the global association for interprofessional education and collaborative practice.
2. The Association is a global network of regional interprofessional organisations and networks that share the mission to bring about change and promote, develop and do research in the field of interprofessional education and collaborative practice (hereinafter: IPECP).
3. The Association has the following objectives:
  - a. To develop a strong confederation for the benefit of the international IPECP movement.
  - b. To make IPECP better known via effective communication and the visibility of the Association.
  - c. To provide information about the development of IPECP policy.
  - d. To support interprofessional development for individuals and regional networks, including the biennial "All Together Better Health" conferences.
  - e. To develop and share a storage place for data.
  - f. To provide information about the global status of IPECP.

- g. To obtain financing for the purpose of the Association's sustainability.
- 4. It seeks to achieve its objectives by:
  - a. Bringing together groups of people who will work together on global IPECP-related themes.
  - b. Encouraging and advising on the development and strengthening of regional IPECP networks.
  - c. Representing the global IPECP community in international fora for healthcare and social care.
  - d. Organising conferences and other events to disseminate information about interprofessional education, collaborative practice and research.
  - e. Doing everything that is related to this in the broadest sense or can be beneficial in that respect.
- 5. The Association does not aim to make a profit.

### **Article 3**

#### **Members and affiliated organisations**

- 1. The following can be members of the Association: natural persons who have been appointed as representative of an organisation affiliated with the Association.
- 2. Affiliated organisations are regional interprofessional networks that endorse the Association's objectives and have been admitted as such by the general meeting. The General Meeting is authorised at all times to terminate the admittance of an organisation as affiliated party.
- 3. The board keeps a register in which the names and addresses of all members and of all affiliated organisations are included.
- 4. The board decides about the admittance of members. The board may decide in individual cases to admit a person who does not meet the requirements from paragraph 2 or does not meet them in full.
- 5. If the board decides not to admit a person as a member, the general meeting can nevertheless decide to admit that person.
- 6. The members and affiliated organisations must pay an annual financial contribution. The general meeting decides on the amount of the contribution. The general meeting may classify members and affiliated organisations in categories that pay a different contribution.
- 7. In special cases, the board can grant full or partial dispensation from the obligation to pay a contribution.

### **Article 4**

#### **End of membership**

- 1. Membership of the Association ends due to:
  - a. the member's decease;
  - b. cancellation by the member;
  - c. cancellation by the Association;

- d. disqualification.
- 2. Cancellation by the Association is done by the board. Cancellation by the Association is only possible:
  - a. if a member no longer meets the requirements under the articles of association for membership, for example because they are no longer regarded as representative by an affiliated organisation;
  - b. if a member fails to meet their obligations towards the Association; or
  - c. if the Association cannot be reasonably required to continue membership.
- 3. Disqualification from membership (expulsion) is done by the board. Disqualification can only be pronounced when a member acts in breach of the articles of association, regulations or resolutions of the Association or disadvantages the Association in an unreasonable manner.
- 4. Cancellation of membership by the member or by the Association is only possible by the end of a financial year, subject to four weeks' notice.
- 5. If a cancellation is in breach of the provision of the previous paragraph, membership will end at the earliest possible moment following the date of notice.
- 6. A member can cancel their membership with immediate effect within one month of being notified of a resolution to change the Association's legal status or to merge or split the Association within the meaning of Title 7, Book 2 of the Dutch Civil Code.
- 7. A member can also cancel their membership with immediate effect within one month after becoming aware of or being notified of a resolution that limits the member's rights or increases their obligations towards the Association. However, the previous sentence does not apply to resolutions that change the financial rights and obligations of members.
- 8. As regards a resolution to cancel a member's membership because they have not met their obligations towards the Association or because the Association cannot be reasonably expected to continue the membership, or a resolution to disqualify the member from membership, the person concerned may appeal to the general meeting within a month of receipt of the notification. The member is suspended during the appeal period and for as long as the appeal continues.
- 9. If the membership ends in the course of a financial year of the Association, the annual contribution will nevertheless remain payable in full by the member.

#### **Article 5**

##### **Board: composition, appointment and retirement**

- 1. The Association's board consists of at least five natural persons. The general meeting determines the number of board members.
- 2. Only members of the Association or persons recommended by members can be appointed as board member.
- 3. The general meeting appoints, suspends and removes the board members. The

board members are appointed on the recommendation of the board or on the recommendation of one or more members. If more than one person has been recommended for a vacancy, the general meeting will make a choice from the recommended persons. The general meeting may decide to set aside a recommendation, provided that the resolution is adopted with a majority of at least two thirds of the votes validly cast.

4. The suspension of a board member ceases by operation of law if the general meeting does not adopt a removal resolution within three months of the suspension.
5. Board members are not remunerated for their board activities. However, board members may be reimbursed for the costs they have incurred within the context of their role.
6. The board members step down periodically according to a retirement schedule, no later than four years after their appointment. A retiring board member may be reappointed a maximum of three times in the same or a different role on the board.
7. Membership of the board will terminate due to:
  - a. periodical retirement as referred to in the previous paragraph;
  - b. decease;
  - c. losing the right to dispose of one's property;
  - d. a written resignation;
  - e. a removal resolution of the general meeting.
8. In the event that one or more board members are absent or unable to act, the other board members will be charged with the management. In the event of the absence or inability to act of all board members or the only board member, the general meeting will designate one or more persons who are temporarily charged with the management.

## **Article 6**

### **Board: duties and powers**

1. The board is charged with the management of the Association.
2. In performing its duties, the board and its individual members must be guided by the interests of the Association and the organisation related to it.
3. The distribution of tasks amongst the members, the working method and internal decision-making can be set out in more detail in board regulations.
4. After obtaining permission to do so from the general meeting, the board will be authorised to decide to enter into agreements to acquire, dispose of or encumber registered property and to enter into agreements whereby the Association commits itself as surety or joint and several debtor, warrants performance by a third party or provides security for a debt of another party.
5. Approval from the general meeting is also required for board resolutions to:
  - a. adopt the budget and the board's report;

- b. adopt and radically change the policy plans and long-term plans;
- c. adopt and change the board regulations;
- d. incorporate and adopt articles of association of a new legal entity;
- e. entering into or cancelling a long-term, direct or indirect partnership with other legal entities, if that partnership is of major significance;
- f. apply for the liquidation or suspension of payments of the Association;
- g. enter into important financial commitments not included in the budget.

### **Article 7**

#### **Board: meetings and adopting resolutions**

1. The board appoints a chair, a secretary and a treasurer from amongst its members and may also distribute other tasks amongst its members.
2. The board meets at least twice a year and, in addition to that, as often as the chair or another board member believes such is desirable. The notices to convene the meetings are sent by or on behalf of the chair, at least seven days prior to the meeting, and include an agenda. In urgent cases a shorter term will suffice, such to be decided by the chair.
3. The chair leads the board meetings. If the chair is absent, the board will decide which member will chair the meeting.
4. The board will adopt resolutions by a simple majority of the validly cast votes, unless the law or these articles of association prescribe a larger majority for a specific resolution.
5. Each board member who has not been suspended has one vote. Blank votes will be regarded as votes not cast. In the event of a tie, the motion will be rejected.
6. The board can only adopt valid resolutions if the majority of the board members entitled to vote are present or represented. A board member can only represent one other member at a meeting.
7. Each board member is authorised to participate in the board's meeting, to address the meeting and to exercise their voting rights using an electronic means of communication, provided that the board member can be identified via the electronic means of communication, can learn of the proceedings at the meeting directly and can take part in the debate.
8. If all board members entitled to vote are present at a board meeting, valid resolutions about all subjects can be adopted on a unanimous vote, even if the rules from the articles of association about convening and holding meetings have not been observed.
9. The board can also adopt resolutions without holding a meeting with the majority required by law or under the articles of association, provided that all board members have been able to express their view in writing and none of them opposes this method of adopting resolutions. The term "in writing" also means: communication via any electronic means of communication. A

resolution adopted without holding a meeting will be included in the report of the following meeting, stating the views expressed.

10. A board member will not participate in the debates and adopting of resolutions if the board member has a direct or indirect personal interest in the issue which contravenes the interest of the Association or the organisation related to it and will not be included when determining the quorum. If, as a consequence, no resolution can be adopted, the general meeting will adopt a resolution.
11. A report will be drawn up of each meeting. The report states which board members were present or represented.

### **Article 8**

#### **Representation**

1. The Association will be represented by the board, unless the law provides otherwise. The power of representation is also granted to two board members acting jointly.
2. The board may authorise an individual board member or other persons to represent the Association at law and otherwise within the limits specified in that authorisation.

### **Article 9**

#### **General meeting: powers**

1. The general meeting will be granted all powers that have not been assigned to the board by law or by the articles of association.
2. The general meeting may adopt internal regulations. The internal regulations must not be in conflict with the law or the articles of association.

### **Article 10**

#### **General meeting: convening**

1. At least one general meeting is held each year, no later than within six months of the end of the financial year.
2. Other general meetings will be convened as often as the board deems such desirable.
3. The board is also obliged to convene a general meeting when requested to do so in writing by a number of members which is such that together they are authorised to cast at least ten percent of the votes.
4. If the board fails to meet its obligation to convene a meeting within fourteen days of receipt of the request, the requesting members may convene the general meeting themselves, by convening it in accordance with the next paragraph or by placing an advertisement in a daily newspaper with a large readership in the town where the Association is established.
5. The notices to convene the meetings are sent at least seven days prior to the meeting and include an agenda.

### **Article 11**

#### **General meeting: meeting and adopting resolutions**

1. The chair presides over the general meetings. If the chair is absent, the general meeting will decide who will chair the meeting. The chair appoints a person who is responsible for writing a report on the meeting.
2. All members and all board members may attend the general meeting, provided that they have not been suspended. The general meeting may decide to allow other persons to attend the meeting as well.
3. The general meeting will adopt resolutions by a simple majority of the validly cast votes, unless the law or these articles of association prescribe a larger majority for a specific resolution.
4. Each member of the Association who has not been suspended may cast one vote. Blank votes and invalid votes will be regarded as votes not cast, such to be decided by the chair. In the event of a tie, the motion will be rejected.
5. A member may authorise another member to cast a vote on their behalf. Each member may act as a proxy for a maximum of three members.
6. Votes are cast orally or by raising hands, unless the chair decides that the votes are cast by ballot. When a vote concerns persons, voting will take place by ballot if such is required by a person attending.
7. The chair's judgement about the outcome of a vote will be decisive. However, if the correctness of the chair's judgement about the outcome is immediately challenged, a new vote will take place, if such is required by the majority of the meeting. This new vote will invalidate the legal effects of the original vote.
8. Each member is authorised to participate in the general meeting, to address the meeting and to exercise their voting rights using an electronic means of communication, provided that the member can be identified via the electronic means of communication, can learn of the proceedings at the meeting directly and can take part in the debate.
9. Votes may be cast prior to the general meeting via an email address designated especially for that purpose if the board has made that option available, but this may not be done more than 30 days prior to the meeting. These votes are considered equal to votes cast at the general meeting.
10. A unanimous resolution of all the members, whether or not a meeting is held, will have the same force as a resolution of the general meeting, provided that it is adopted with the prior knowledge of the board.

## **Article 12**

### **Financial year and annual report and financial statements**

1. The financial year of the Association coincides with the calendar year.
2. The board will keep such records of the Association's financial position that the Association's rights and obligations can be known from them at any time.
3. The board will draw up a budget for the following financial year annually and will present this to the general meeting for approval in good time before the end of the financial year.

4. The board will draw up the financial statements annually within six months of the end of the Association's financial year, unless the general meeting extends this term by a maximum of four months due to special circumstances. The board will make available the financial statements for inspection by the members at the Association's office.
5. The board will also make available for inspection the board's report and the other data as specified in Section 2:392(1) of the Dutch Civil Code, if the Association is obliged to do so by law.
6. All board members will sign the financial statements. If the signature of one or more of them is missing this will be mentioned, stating the reason.
7. The general meeting annually appoints from the members a financial committee of at least two persons, who may not be board members. The financial committee will examine the annual report and financial statements and report its findings to the general meeting.  
The board must provide all information requested to the financial committee, and make the Association's cash funds and books, documents and other data carriers of the Association available to it for consultation upon request.
8. The general meeting adopts the financial statements. Adoption of the financial statements will not discharge the board from liability. The board will render account for its management in the past financial year, after which the general meeting may decide to discharge the board members from liability.

### **Article 13**

#### **Amendments to the articles of association**

1. The general meeting is authorised to amend the Association's articles of association.
2. The members are convened to attend a meeting for that purpose at least fourteen days in advance and will receive the text of the proposed amendments to the articles of association at the same time.  
The persons convening the general meeting in which a proposal to amend the articles of association will be discussed will make the text of the proposed amendments to the articles of association available for inspection at least five days before the meeting, in a place convenient for the members.
3. A resolution to amend the articles of association may only be adopted with a majority of at least two thirds of the validly cast votes in a general meeting, at which at least two thirds of the members with voting rights are present or represented.  
If the required number of members are not present or represented at the meeting, a second meeting will be held after seven - and no later than thirty - days. At the second meeting, the resolution may be adopted with a majority of at least two thirds of the validly cast votes, irrespective of the number of members that are present or represented.



4. A resolution to amend the articles of association will not become effective until a notarial deed thereof has been drawn up. Each board member is authorised to have the notarial deed of amendments to the articles of association executed.

#### **Article 14**

##### **Dissolution and liquidation**

1. The general meeting is authorised to dissolve the Association.
2. Articles 13(2) and (3) apply accordingly to the resolution to dissolve the Association.
3. The Association will continue to exist after its dissolution insofar as this is necessary for the liquidation of its assets.
4. The board will liquidate the Association's assets, unless the general meeting appoints one or two other liquidators.
5. The liquidators will ensure that the Association's dissolution will be recorded in the registers designated for this purpose.
6. During liquidation, the provisions of the articles of association and the regulations will remain in force as much as possible.
7. Any credit balance of the dissolved Association will be paid to a public benefit organisation with an objective similar to that of the Association or to a foreign organisation which acts entirely or almost entirely for the common good and which has an objective similar to that of the Association, such to be determined by the general meeting.
8. After completion of the liquidation, the books, documents and other data carriers of the dissolved Association will be held by the person designated for that purpose by the liquidators for the statutory period.

#### **Article 15**

##### **Concluding provisions**

The general meeting will decide in all cases not provided for by the law or the articles of association and regulations."

#### **FINAL STATEMENTS**

In conclusion, the person appearing declared that:

1. For the first time, the board members of the Association are:
  - a. Ms **Lena Johanna Cecilia Lovisa Dahlberg**, born in Nyköping (Sweden) on the twenty-second of June nineteen hundred and fifty-six, as chair;
  - b. Ms **Elisabeth Johanna Louise Maria van Amsterdam**, born in Eindhoven on the twenty-sixth of February nineteen hundred and forty-nine, as secretary;
  - c. Mr **Fredrik Justus Bronda**, referred to above, as treasurer;
  - d. Mr **Jan Jaap Reinders**, referred to above;
  - e. Mr **Champion Nestai Nyoni**, born in Bulawayo (Zimbabwe) on the ninth

of August nineteen hundred and eighty-six.

2. The Association's first financial year ends on the thirty-first of December two thousand and twenty-two.

3. The Association will bear the costs involved in this incorporation.

The person appearing has sufficiently proved his identity to me, the civil-law notary. The original of the instrument was executed in Groningen on the date stated at the beginning of this deed. After the substance of this deed and an explanation thereof had been communicated to the person appearing, he declared that he had read the contents of this deed in good time before its execution and that he did not require it to be read out in full. Following its limited reading, the deed was signed by the person appearing and by me, the civil-law notary.