



**DEED OF AMENDMENT TO THE ARTICLES OF ASSOCIATION  
Stichting "European Society of Physical and Rehabilitation Medicine"**

**In this translation an attempt has been made to be as literal as possible without jeopardizing the overall continuity. Inevitably, differences may occur in translation, and if so, the Dutch text will by law govern.**

On the ninth day of April two thousand twenty-one there appeared before me, Mariëtte Louisa Emma Plaggemars, civil-law notary practising in Enschede:

**Daniël Wever**, born in Deventer, the Netherlands, on the seventeenth day of January nineteen hundred and fifty-one, residing at Haarboerhorst 36, 7531 LH Enschede, identifying himself with his passport, number NMKC2CJB5, married.

The person appearing declared as follows:

1. the board of **Stichting "European Society of Physical and Rehabilitation Medicine"**, a foundation, having its registered office in Rotterdam, at Westersingel 167, 3015 LJ Rotterdam, Trade Register number 24354726, hereinafter referred to as the "**Foundation**", on the eighteenth day of March two thousand twenty-one resolved:
  - a. to amend the articles of the Foundation and to set these down again in their entirety; and
  - b. to authorise the person appearing to arrange for this deed to be executed, which resolutions being evidenced by the minutes of such meeting, an extract of which minutes will be attached to this deed;
2. the articles of association of the Foundation were established by deed executed before F.X.O. Olmer, a civil-law notary practising in Rotterdam, on the tenth of November two thousand three and have not been amended since that time.

The person appearing has declared, in execution of the reported resolution to amend the articles, to hereby amend the articles of the Foundation and to adopt them entirely anew as follows:

**NAME AND REGISTERED OFFICE**

**Article 1.**

2. The foundation bears the name: **Stichting "European Society of Physical and Rehabilitation Medicine"**. The foundation can also use the abbreviated name Stichting ESPRM.
3. It has its registered office in Rotterdam.

**OBJECTS**

**Article 2.**



3. The objects of the foundation are as follows:  
to facilitate the international exchange in respect of the different aspects of scientific research in the field of Physical and Rehabilitation Medicine, including dissemination of information on rehabilitation-related funds, multi-centre trials, national and European projects, meetings and conferences,  
as well as to undertake all activities that are directly or indirectly related to or that may be conducive to the foregoing.
4. The foundation attempts to achieve its objects, among other things, by:
  - a. disseminating information on rehabilitation-related funds, multi-centre trials, national and European projects, meetings and conferences;
  - b. providing resources to facilitate research activities and improve communication about them at a European level;
  - c. organising a (in principle) biennial European conference in the field of Physical and Rehabilitation Medicine in one of the affiliated countries;
  - d. influencing national authorities and European organisations in order to support initiatives and cooperation in the field of scientific research in Physical and Rehabilitation Medicine;
  - e. establishing a partnership with the UEMS, the European board of Physical and Rehabilitation Medicine and the Académie Européenne de Médecine de Réadaptation;
  - f. providing information to local, national and European authorities on the content and scientific evidence-based effectiveness and efficiency of Physical and Rehabilitation Medicine.

## **FUNDS**

### **Article 3.**

The funds necessary to achieve the foundation's objects will be obtained by the foundation from:

6. contributions from Participants;
7. subsidies and donations;
8. inheritances, bequests and gifts;
9. income from conferences and other scientific meetings;
10. other acquisitions and income.

## **PARTICIPANTS**

### **Article 4.**

1. The foundation has participants. Participation in the foundation will be open only to national scientific associations, foundations or other legal entities or organisations active in the field of Physical and Rehabilitation Medicine or natural persons who have a proven knowledge of Physical and Rehabilitation Medicine, hereinafter also referred to as "**Participant**".
2. The Executive Committee decides on the admission of participants following a request to that effect from an interested party.



3. Admission as a participant takes place by entering into a participant agreement between the foundation and the participant in question.

### **AMBASSADORS - BOARD OF AMBASSADORS**

#### **Article 5.**

1. The foundation has ambassadors. Each Participant is entitled to appoint two ambassadors. Only natural persons who have a proven knowledge of Physical and Rehabilitation Medicine and who are affiliated as a member or otherwise to the Participant by whom they are appointed may be appointed as ambassadors. An Participant natural person is not entitled to appoint two ambassadors. Apart from the appointment of ambassadors by the Participants all Participants natural persons together are entitled to appoint three (3) more ambassadors. Such ambassadors shall be appointed in accordance with the regulations as referred to in article 16.
2. The ambassadors jointly form the board of ambassadors. The ambassadors are appointed as such in writing by the Participant concerned. This appointment will be notified in writing to the Executive Committee and by the Executive Committee to the board of ambassadors, at the latest during the annual meeting of the foundation.
3. The board of ambassadors provides the Executive Committee with solicited and unsolicited advice. The ambassadors generally act as ambassadors of the foundation, which includes using their network to achieve the objects of the foundation.
4. Ambassadors are appointed for a period ending at the annual meeting of the foundation in the fourth calendar year following the year in which the ambassador is appointed. A retiring ambassador is immediately eligible for reappointment. The ambassador appointed to fill an interim vacancy will take the place on the rotation roster of the person whose vacancy he was appointed to fill.
5. Ambassadors have an honorary appointment and receive no remuneration from the foundation for their work. They are not entitled to compensation for time, travel expenses or other expenses they incur on behalf of the foundation unless the Executive Committee decides to grant compensation for expenses incurred by ambassadors,
6. Apart from resigning by rotation after the period for which an ambassador has been appointed, the ambassadorship ends:
  - a. by resignation of the ambassador in writing;
  - b. by the death of the ambassador;
  - c. if an ambassador loses the free control over his capital;
  - d. through dismissal by the Participant by whom the ambassador was appointed;
  - e. by the expiry of the period referred to in Article 4 if no reappointment is simultaneously made;
  - f. by a resolution of the board of ambassadors, which resolution can only be adopted by the board of ambassadors at an Annual Meeting with a majority of at least two-thirds of the votes cast.



## **BOARD - EXECUTIVE COMMITTEE**

### **Article 6.**

11. The foundation has a board. In international affairs and in this English translation of these articles of association the board is (also) referred to as Executive Committee.
12. Only ambassadors can be appointed as officers of the foundation. The Executive Committee will consist of a minimum of five and a maximum of nine members, to be determined by the board of ambassadors, which number, until the board of ambassadors has decided otherwise, is set at nine. The members of the Executive Committee will also be members of the board of ambassadors.
13. The members of the Executive Committee will be appointed by the board of ambassadors from among its members.
14. The board of ambassadors must strive to fill the vacancy at the next meeting of the board of ambassadors after a vacancy on the Executive Committee has arisen.
15. Unless it concerns an interim appointment, members of the Executive Committee are appointed with effect from the Annual Meeting of the foundation. The Executive Committee will draw up a rotation schedule for its members in which continuity is safeguarded as far as possible.
16. The members of the Executive Committee, with the exception of the (incoming) president) are appointed for a period ending at the Annual Meeting of the foundation in the fourth calendar year following the year in which the officer is appointed. A retiring officer is immediately eligible for reappointment.  
These members of the Executive Committee are appointed by the board of ambassadors as one of the officers referred to in paragraph 10.  
The (incoming) president is appointed for a period ending at the Annual Meeting of the foundation in the sixth calendar year following the year in which the officer is appointed.  
As per the Annual Meeting of the foundation in the second calendar year following the year in which the officer is appointed, the position of the incoming president is amended into president without any further resolution of the board of ambassadors being required.  
As per the Annual Meeting of the foundation in the fourth calendar year following the year in which the officer has become president, the position of the president is amended into past president for the next two years without any further resolution of the board of ambassadors being required.
17. The officer appointed to fill an interim vacancy will take the place on the rotation roster of the person whose vacancy he was appointed to fill.
18. Members of the Executive Committee have an honorary appointment and receive no remuneration from the foundation for their work. They are not entitled to compensation for time, travel expenses or other expenses they incur on behalf of the foundation unless the Executive Committee decides to grant compensation for expenses incurred by members of the Executive Committee.



19. If at any time the Executive Committee consists of less than the minimum number of officers referred to in paragraph 2 of this article - but has not dropped below the number of two officers - the Executive Committee will remain fully authorised to perform all acts necessary for the management of the foundation.
20. The Executive Committee consists of the following officers:
  - a. president;
  - b. past president for the first half of its term;
  - c. an incoming-president for the second half of its term;
  - d. a secretary;
  - e. a treasurer;
  - f. one or more ordinary members.The same person may serve as both treasurer and secretary.

#### **END OF MEMBERSHIP EXECUTIVE COMMITTEE**

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

2. Apart from resignations by rotation after the period for which an officer has been appointed, the Executive Committee membership ends:
  - a. by resignation from the officer in writing;
  - b. by the death of the officer;
  - c. if an officer loses the free control over his capital;
  - d. by removal from office by the board of ambassadors;
  - e. due to dismissal as referred to in Section 298 of Book 2 of the Dutch Civil Code;
  - f. by the expiry of the period referred to in Article 6 paragraph 6, if there is no simultaneous reappointment;
2. If an officer's ambassadorship ends before the end of his membership of the Executive Board, then the Participant by whom such ambassador was appointed is requested, if possible and to be decided upon by the Participant by its own discretion, to extend his ambassadorship and therefor the membership of such officer of the Executive committee, at least until the end of the current term for the membership of the Executive Committee.

#### **MANAGEMENT DUTIES**

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

7. The Executive Committee is charged with the management of the foundation. The Executive Committee is responsible for the foundation's general policy.
8. The Executive Committee is not authorised to enter into agreements to acquire, alienate or encumber property subject to registration (in Dutch: "*Registergoederen*"), nor to enter into agreements, in which the foundation binds itself as security or joint and several debtor, warrants performance by a third party or provides security for a debt of a third party.
9. Each year, the Executive Committee draws up a policy plan including a budget for the coming year (hereinafter referred to as the "Policy Plan") and submits it to the



board of ambassadors for approval. The Executive Committee is charged with implementing the policy in accordance with the Policy Plan.

10. Resolutions of the Executive Committee on entering into legal acts not provided for in the Policy Plan or resolutions involving an interest in excess of the amount determined by the board of ambassadors are subject to the prior approval of the board of ambassadors.
11. Each officer is under an obligation vis-à-vis the foundation to properly perform his duties. If it concerns a matter belonging to the position of two or more members of the Executive Committee, each of them will be liable in full in respect of a shortcoming, unless it is not attributable to him and he has not been negligent in taking measures to avert the consequences thereof.
12. The Executive Committee is obliged to keep such records of the foundation's financial position that the rights and obligations of the foundation can be known at all times.

#### **REPRESENTATION**

##### **Article 9.**

4. The foundation is represented by the Executive Committee.
5. In addition, the foundation may be represented by (i) the president or (ii) two officers acting jointly.
6. The Executive Committee can grant a power of attorney to one or more officers, and to third parties to represent the foundation within the limits of that power of attorney.

#### **ANNUAL MEETING**

##### **Article 10.**

10. The Executive Committee meets at least once a year (hereinafter referred to as the "**Annual Meeting**"). The Annual Meeting will be held at places to be determined by the Executive Committee from time to time.
11. The ambassadors are entitled to attend and speak at the Annual Meeting. Ambassadors will be invited to the Annual Meeting in accordance with the provisions of paragraph 4.
12. Meetings of the Executive Committee will also be held if the president deems this desirable or if three other members of the Executive Committee, or at least one-third of the total number of ambassadors in office, so request, in writing and stating the subjects, of the president. If the meeting is not held within six months, the party (or parties) making the request are entitled to call a meeting themselves, subject to the required formalities.
13. The period for convening a meeting of the Executive Committee will be at least two weeks, not including the day of convening the meeting and the date of the meeting. The notice must be given in writing (including by email or other similar means of communication). Valid resolutions can only be adopted at a meeting if the proposal has been placed on the agenda.



14. With the consent of all members of the Executive Committee and in urgent cases - at the discretion of the president - meetings of the Executive Committee may be held via an electronic means of communication, provided that all officers are able to participate in the meeting via the electronic means of communication. The period for convening a meeting of the Executive Committee by electronic means of communication will be at least seven days, not including the day of convening the meeting and the date of the meeting.
15. Meetings are chaired by the president. In his absence, the meeting will provide its own management.
16. If all members of the Executive Committee are present or represented at a meeting, valid resolutions may be passed - subject to a unanimous vote - on matters not on the agenda, with the exception of resolutions concerning amendment of the articles and dissolution of the foundation.
17. Resolutions of the Executive Committee may also be passed outside meetings, provided all members of the Executive Committee have declared in writing that they agree with the proposed resolution and all members of the Executive Committee have been given the opportunity to express their opinion in writing (including by email or other similar means of communication). The secretary will make a record of a resolution adopted without holding a meeting, which, after being co-signed by the president, will be added to the minutes, together with the responses received.
18. Minutes must be kept of the proceedings at each meeting of the Executive Committee by the secretary or by a person designated by the president of the meeting. These minutes will be adopted and approved during the meeting itself or during a subsequent meeting and in evidence thereof will be signed by the president and the secretary of that meeting.

## **VOTING**

### **Article 11.**

7. Each member of the Executive Committee casts one vote at the meeting.
8. Insofar as these articles or any internal regulations to be drawn up do not provide otherwise, all resolutions of the Executive Committee will be passed by an absolute majority of votes.
9. A resolution cannot be validly passed if less than half of the total number of members of the Executive Committee in office are present at a meeting.
10. All votes at the meeting take place orally, unless the president considers a written vote desirable or one of the persons entitled to vote so requires before the vote. Written votes will be cast by unsigned, sealed ballots.  
Blank and invalid votes will be deemed not to have been cast.  
In the event of a tied vote, the president will have a casting vote.
11. Members of the Executive Committee cannot have a fellow member of the Executive Committee (or other person) to represent them at the meeting by means of a proxy.



12. The opinion pronounced by the president of the meeting regarding the results of a vote is decisive. The same applies to the content of an intended resolution, to the extent votes were cast on a motion that was not laid down in writing. If the correctness of the president's opinion is challenged immediately after it has been pronounced, a new vote will be taken if the majority of the meeting or, if the original vote was not taken by roll call or ballot, a director so desires, whereby the resolution to be adopted will be laid down in writing. Such new vote will supersede the legal consequences of the original vote.

## **MEETING OF THE BOARD OF AMBASSADORS**

### **Article 12.**

1. The ambassadors together form the board of ambassadors.
2. The board of ambassadors will meet at least once a year during the Annual Meeting and as often as the Executive Committee or at least one-third (1/3) of all ambassadors convene a meeting of the board of ambassadors.
3. The provisions of Articles 10 and 11 will apply by analogy as far as possible, it being understood that a resolution by the board of ambassadors cannot be validly adopted if at a meeting less than half of the total number of ambassadors in office are present.
4. The meetings are led by the president of the Executive Committee. In the absence of the president at a meeting, the meeting itself appoints a president.
5. Insofar as these articles or any internal regulations to be drawn up do not provide otherwise, resolutions are adopted by a simple majority of the votes cast. One vote will be cast on behalf of each Participant. If there are more ambassadors present who have been appointed by the same Participant, these ambassadors have one vote together. Also, if there are more ambassadors present who have been appointed by Participants coming from the same country, these ambassadors have one vote together.

## **OFFICIAL LANGUAGE**

### **Article 13.**

1. The official languages of the meetings of the Executive Committee and the board of ambassadors are English.
2. The official language of all written material of the foundation is English.
3. The official language of all European congresses and the website of the foundation is English.

## **FINANCIAL YEAR, BUDGET, REPORTING**

### **Article 14.**

8. The financial year of the foundation coincides with the calendar year.
9. Within two months after the start of a financial year, the Executive Committee will adopt the Policy Plan for the financial year commenced, which must be sent to the board of ambassadors for approval. The board of ambassadors will decide on the approval of the Policy Plan at its next meeting.



10. The Executive Committee may appoint an accountant as referred to in Section 393(1), Book 2 of the Dutch Civil Code, or the Executive Committee may appoint one or more experts to audit the balance sheet and statement of income and expenditure drawn up by the treasurer.
11. After adoption of the financial statements by the Executive Committee, the documents drawn up by the treasurer, as well as any report drawn up by the expert(s) referred to in the previous paragraph, will be sent to the members of the board of ambassadors within one month.
12. At the Annual Meeting, the treasurer accounts for the financial management he has carried out during the past financial year.
13. Approval of the accounts by the board of ambassadors discharges the treasurer from liability in respect of the policy pursued by him.
14. The Executive Committee is obliged to keep the annual report and accounts and the documents relating thereto for at least seven years.

#### **COMMITTEES**

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

The Executive Committee will be authorised to set up one or more committees, the duties and powers of which will then be determined by internal regulations.

#### **REGULATIONS**

##### **Article 16.**

1. The Executive Committee will be authorised to adopt one or more regulations governing those subjects which, in the opinion of the Executive Committee, require (further) regulation. In any case, the Executive Committee will draw up regulations for the board of ambassadors.
2. The regulations may not be contrary to the law or these articles.
3. The Executive Committee is authorised to amend or terminate the regulations.
4. Adoption, amendment or termination of the regulations for the board of ambassadors requires the approval of the board of ambassadors.
5. The provisions of Article 17, paragraphs 1, 2 and 3 will apply to the adoption, amendment and termination of these regulations.

#### **AMENDMENT TO THE ARTICLES AND DISSOLUTION**

##### **Article 17.**

5. The Executive Committee is authorised to amend the articles and to dissolve the foundation.
6. A resolution to amend the articles or to dissolve the foundation may only be passed at a meeting specially convened for this purpose, at which the majority of the members of the Executive Committee must be present or represented and with a majority of at least two-thirds of the votes cast. The text of an amendment to the articles to be proposed must be included in the notice convening the meeting. A resolution to amend the articles or dissolve the foundation must also be approved by the board of ambassadors with two-thirds of the votes cast.



7. If not all members of the Executive Committee are present or represented at the meeting referred to in the previous paragraph, a second meeting specially convened for that purpose will be held at least two weeks and no more than four weeks later, at which the proposal can be decided on regardless of the number of members of the Executive Committee present, provided this is not less than four, but with the majority of votes as mentioned in the previous paragraph.
8. An amendment of the articles must be effected by notarial deed subject to being declared void. In order to avoid misunderstandings in the interpretation, the amendments to the articles will be drawn up in the Dutch language. The articles will have to be translated into English afterwards. The Dutch text will remain the reference text.  
Each member of the Executive Committee will be authorised to cause the execution of such deed.

## **LIQUIDATION**

### **Article 18.**

7. After a resolution to dissolve the foundation, the liquidation will be carried out by the Executive Committee, unless the Executive Committee has appointed one or more liquidators at the time of the resolution to dissolve the foundation.
8. The foundation will continue to exist after the resolution to dissolve is adopted, if and insofar as this is required for the liquidation of its capital.
9. During the period of liquidation, these articles will remain in force as far as possible and necessary; in documents and announcements, the following will be added to the name of the foundation: "*in liquidatie*".
10. The liquidators will ensure that the resolution to dissolve and the appointment of the liquidators are entered in the commercial register and that, furthermore, the statutory provisions concerning liquidation are complied with as far as possible.
11. Upon completion of the liquidation, the books and records of the dissolved foundation will, for the period of time determined by law, be held by the person designated for this purpose in the resolution to dissolve the foundation.
12. Any balance left after liquidation must be allocated in a manner to be determined by the Executive Committee and as far as possible in accordance with the objective of the foundation.

## **FINAL PROVISION**

### **Article 19.**

In all cases not provided for by law, these articles or the regulations of the foundation, the Executive Committee will decide.

The person appearing is known to me, civil-law notary.

In witness whereof this deed was executed in one original copy in Enschede on the date first above written.

The content of this deed has been given and explained to the person appearing. The person appearing then stated that he had taken note of the content of this deed in a



timely manner, agreed to that content and did not require a full reading of this deed. Immediately after a limited reading of this deed, it was signed by the person appearing and by me, the civil-law notary.