

Articles Stichting FEMS Central Office (FEMS-NL)

Informal translation of the 'statuten' in the Dutch language, the legally binding document.

FORMATION OF A FOUNDATION

On the fourth day of November two thousand four there appeared before me, Maria Ine Loof, acting as deputy of Klaas Johannes van den Dool, civil-law notary practising in Delft: Dr Dingeman van Rossum, FEMS Executive Officer, residing in Maassluis, 3142 BV Touwbaan 40, born in Melissant on fifteenth day of January nineteen hundred sixty. The person appearing declared that he was forming a foundation and that with respect to this foundation he had adopted the following

Stichting FEMS Central Office
Keverling Buismanweg 4
2628 CL Delft
The Netherlands
T +31-15-269 3920
F +31-15-269 3921
E fems@fems-microbiology.org
I www.fems-microbiology.org

ARTICLES

Name, Registered Office, Term

Article 1

1. The name of the Foundation is: **Stichting FEMS Central Office**, abbreviated as "FEMS-NL".
2. The Foundation has its registered office in the municipality of Delft.
3. The Foundation is formed for an indefinite period of time.

Object

Article 2

The object of the Foundation is: to service and support the work of the Directors and Members of the Federation of European Microbiological Societies (FEMS) in pursuit of the advancement of research and education in the science of microbiology, and furthermore to do everything that may directly or indirectly be related or that may be conducive thereto, all this in the widest sense; the Federation of European Microbiological Societies is an existing legal person incorporated under English law (company number 3565643), having its registered office in Reading, United Kingdom, which shall hereinafter be abbreviated as "FEMS-UK".

Capital

Article 3

The Foundation's capital shall be built up from:

- the sums of money or the assets, if any, that are raised or are to be raised on the occasion of the formation of the Foundation in order to realise its object;
- income and revenue obtained by the Foundation from the activities it undertakes and from the exploitation of its assets;
- donations;
- grants and financial backing from sponsors;
- acquisitions through testamentary dispositions, legacies or gifts, are only possible under beneficiary acceptance; and
- any other income.

Management

Article 4

1. The Board of the Foundation shall consist of at least three natural persons, who shall be appointed for the first time by this Deed.
2. The Board (with the exception of the first appointed Board, of which the members shall be appointed to their office) shall choose a chairperson, secretary and treasurer from its midst. The offices of secretary and treasurer or those of chairperson and treasurer may also be combined in one person.
3. Members of the Board are appointed by the Executive Committee of FEMS-UK, either or not from their midst. Members of the Board are suspended and dismissed by the Executive Committee of FEMS-UK. The Executive Committee of FEMS-UK also decides

FEMS-NL

Stichting registered in Delft:
KvK-number: 27.27.15.12

BTW (VAT) registration number:
NL 81.37.73.489 B01

ABN-AMRO Bank, Delft:
Acct: 56.41.83.148
IBAN: NL79ABNA0564183148

Articles Stichting FEMS Central Office (FEMS-NL)

the number of members of the Board, subject to the provisions of paragraph 1 of this article. Members of the Board are appointed for an indefinite period of time.

4. If one or more Members are absent from the Board, regardless of the reason, the remaining members, or the sole remaining member, shall constitute the lawful management of the Foundation. Vacancies shall be filled as quickly as possible.
5. Members of the Board are entitled to compensation of the costs they have incurred in the execution of their office.

Board meetings and Decisions of the Board

Article 5

1. Board meetings shall be held at least once every calendar year.
2. In addition, meetings shall be held each time the chairperson deems this desirable or if one of the other members of the Board or a member of the Supervisory Council, as described in article 9, so requests the chairperson in writing, stating in detail the items to be discussed. If the chairperson fails to heed such request, with the result that the meeting is not held within seven weeks after the request is made, the person making the request shall be entitled to convene the meeting himself, with due observance of the required formalities. All members of the Board and all those who are invited to the meeting by the Board may attend meetings of the Board. Members of the Supervisory Council may attend any Board meetings.
3. Without prejudice to the provisions of paragraph 2, meetings shall be convened by the chairperson, at least fourteen days in advance, not counting the day the call is made and the day of the meeting. Calls should be sent by email, fax or registered post.
4. Calls for meetings shall state, in addition to the place, date and time of the meeting, the items to be discussed.
5. If all members of the Board who are in office are present at Board meetings, valid decisions may be taken on all discussed subjects, provided they are taken unanimously, even if the requirements for holding meetings and the place for the meetings as stipulated in the articles are not observed.
6. The meetings shall be chaired by the chairperson of the Board; in his absence, the meeting shall provide for its own chair.
7. The secretary, or another person present and appointed by the chairperson, shall keep minutes of the meeting. The minutes shall be approved by the Board and signed by the chairperson and the person who recorded the minutes of that meeting.
8. The Board may only take valid decisions at a meeting if the majority of the members of the Board who are in office are present or represented at that meeting. Each member of the Board may have himself represented at a meeting by a fellow member of the Board, on submitting a written proxy, of which the chairperson of the meeting shall determine whether it is adequate. Each member of the Board may act as proxy for one other member of the Board only.
9. The Board may also take decisions without holding a meeting, provided that all members of the Board are given the opportunity to express their opinions in writing, either by email or fax. The secretary, or another person thereto appointed by the chairperson, shall make a written record of the decision and attach all received responses to it; the decision shall be recorded in the minutes of the next Board meeting.
10. Each member of the Board is entitled to cast one vote. Save where these Articles prescribe a larger majority, all decisions of the Board shall be taken by absolute majority of the valid votes cast.
11. Voting at meetings shall take place orally, unless the chairperson deems a written vote desirable, or unless one of the persons present at the meeting who is entitled to vote so requests before the vote is taken. Written votes shall be taken in the form of sealed, unsigned ballots.
12. Blank votes shall be regarded as votes not cast. In the case of an equality of votes, the chairperson shall have a second or casting vote.
13. If there is a dispute regarding the manner of voting for which these articles do not provide, the chairperson shall decide.

Stichting FEMS Central Office
Keverling Buismanweg 4
2628 CL Delft
The Netherlands
T +31-15-269 3920
F +31-15-269 3921
E fems@fems-microbiology.org
I www.fems-microbiology.org

FEMS-NL

Stichting registered in Delft:
KvK-number: 27.27.15.12

BTW (VAT) registration number:
NL 81.37.73.489 B01

ABN-AMRO Bank, Delft:
Acct: 56.41.83.148
IBAN: NL79ABNA0564183148

Articles Stichting FEMS Central Office (FEMS-NL)

Management authority and representation

Article 6

1. The Board is charged with the management of the Foundation.
2. The Board requires the prior approval of the Supervisory Council for all decisions of the Board with respect to:
 - a. the execution of legal transactions, the value or interest whereof exceeds such amount as the Supervisory Council shall have stipulated and shall have informed the Board of; any division of legal transactions shall not prejudice this provision;
 - b. the acquisition, disposing and encumbrance of registered property;
 - c. the entering into credit agreements and loan agreements for the benefit and for the account of the Foundation, with the exception of making withdrawals for the account of an existing credit facility;
 - d. the conducting of legal actions, taking of measures for the enforcement of a judgment, concluding of agreements determining the legal relationship between parties and the subjecting of disputes to the decision of arbitrators, all this with the exception of taking such measures that are required in order to comply with the law;
 - e. the entering into or terminating of a long-term cooperation of the Foundation with another legal entity or company, or as fully liable partner in a limited partnership or general partnership, where this cooperation or the termination thereof has a far-reaching effect on the Foundation;
 - f. the hiring of employees on permanent contracts or at temporary contracts with an annual salary over forty thousand euro (€ 40.000,00), unless the new employee is hired in order to replace an employee whose employment with the Foundation has ended no later than six months prior to the commencement date of the new employee;
 - g. the filing for a petition for bankruptcy or for a moratorium on payments;
 - h. the radical amendment of the employment conditions of a considerable number of the Foundation's employees;
 - i. the appointing of authorised officers of the Foundation and the determining of their representational powers;
 - j. the taking of decisions of which the Supervisory Council has stipulated that they are subject to approval by the Supervisory Council. Such stipulation shall clearly describe which decisions of the Board are subject to the Supervisory Council's approval and the Board shall be notified of such stipulation immediately;
 - k. the entering into agreements in which the Foundation binds itself as surety or as joint and several debtor, warrants performance of a third party or provides security for the debt of a third party.

The absence of the approval of the Supervisory Council shall not affect the powers of representation of the Board or of its members.

Article 7

1. The Board represents the Foundation both in and out of court.
2. The power of representation shall also be vested in two members of the Board acting jointly.
3. The Board may grant one or more members of the Board, as well as third parties, power of attorney to represent the Foundation, within the confines described in that power of attorney.

Termination of membership of the Board

Article 8

Membership of the Board ends: if a member of the Board dies, loses the free disposal of his/her capital, resigns in writing, if he/she is dismissed by the Supervisory Council and if he/she is dismissed pursuant to Section 298 Book 2 of the Dutch Civil Code.

Supervisory Council

Article 9

1. The Supervisory Council is charged with supervising the Board's policy and its management of the Foundation; the Supervisory Council consists of at least six natural

Stichting FEMS Central Office
Keverling Buismanweg 4
2628 CL Delft
The Netherlands
T +31-15-269 3920
F +31-15-269 3921
E fems@fems-microbiology.org
I www.fems-microbiology.org

FEMS-NL

Stichting registered in Delft:
KvK-number: 27.27.15.12

BTW (VAT) registration number:
NL 81.37.73.489 B01

ABN-AMRO Bank, Delft:
Acct: 56.41.83.148
IBAN: NL79ABNA0564183148

Articles Stichting FEMS Central Office (FEMS-NL)

persons. The members of the Supervisory Council are appointed, suspended and dismissed by the Executive Committee of FEMS-UK. Qualified for appointment as a member of the Supervisory Council are only members of the Executive Committee of FEMS-UK. Subject to the provisions of the first sentence, the Executive Committee of FEMS-UK shall also determine the number of members of the Supervisory Council.

2. In addition to the tasks and powers charged to or vested in the Supervisory Council by or under these Articles, it shall be charged or empowered to determine the reimbursement of expenses of those members of the Board who, in the opinion of the Supervisory Council, qualify for such.
3. The Board shall timely submit to the Supervisory Council all information it requires for the proper execution of its tasks and powers and shall furthermore submit to each member of the Council all information related to the affairs of the Foundation such member may request. The Supervisory Council is entitled to inspect and let inspect all books, records and correspondence of the Foundation; each member of the Council shall at all times be allowed access to all premises used by the Foundation.
4. The Supervisory Council may seek the assistance of one or more experts in the execution of its tasks; the costs thereof shall be for the Foundation's account.
5. The Supervisory Council may, in conformity with the statutes of FEMS-UK, adopt regulations, providing for those subjects for which no provisions are made in these Articles. The decision to adopt these regulations is subject to approval by FEMS-UK.

Stichting FEMS Central Office
Keverling Buismanweg 4
2628 CL Delft
The Netherlands
T +31-15-269 3920
F +31-15-269 3921
E fems@fems-microbiology.org
I www.fems-microbiology.org

Joint meetings of the members of the Board and of the Supervisory Council

Article 10

1. At least once a year, the members of the Board and the members of the Supervisory Council – or a representation of the Supervisory Council – shall meet in a joint meeting to discuss the general lines of the conducted policy and of the future policy.
2. The Board and the Supervisory Council are equally authorised to convene such joint meeting.
3. The joint meeting shall be chaired by the chairperson of the Supervisory Council.

Financial year and annual accounts and reports

Article 11

1. The financial year of the Foundation shall coincide with the calendar year.
2. As per the end of each financial year, the books of the Foundation shall be closed. On the basis of these books, the treasurer shall prepare a balance sheet and a statement of income and expenditure for the past financial year. The treasurer shall submit these documents, accompanied by an auditor's report or an accounting consultant's report, to the Board which shall adopt these annual accounts. This whole process should be concluded within six months after the end of the previous financial year.
3. The adopted annual accounts require the approval of the Supervisory Council; to this end, the adopted annual accounts, accompanied by an auditor's report or an accounting consultant's report, shall be forwarded to the Supervisory Council within one month after its adoption by the Board.

Regulations

Article 12

1. The Board may adopt regulations, providing for those subjects for which no provisions are made in these Articles. The decision to adopt these regulations is subject to approval by the Supervisory Council.
2. The regulations may not be in conflict with the law or with these Articles.
3. The Board shall at all times be authorised to amend or revoke the regulations. The decision to amend or to revoke the regulations is subject to approval by the Supervisory Council.

Stichting registered in Delft:
KvK-number: 27.27.15.12

BTW (VAT) registration number:
NL 81.37.73.489 B01

ABN-AMRO Bank, Delft:
Acct: 56.41.83.148
IBAN: NL79ABNA0564183148

Amendment to the Articles

Article 13

1. The Board is authorised to amend these Articles. The decision to amend the Articles is subject to approval by the Supervisory Council.

FEMS-NL

Articles Stichting FEMS Central Office (FEMS-NL)

2. The decision of the Board to amend the Articles shall be taken with a majority of two thirds of the votes cast in a meeting in which all members of the Board are present. If not all members of the Board are present at the meeting in which a decision to amend the Articles is proposed, a new meeting shall be convened, to be held not sooner than two and not later than seven weeks after the first meeting; in this second meeting the decision may be taken with a majority of two thirds of the votes cast, irrespective of the number of members of the Board that are present.
3. A notice convening a meeting in which an amendment to the Articles is proposed, shall at all times state that this is the case. The notice shall also include the verbatim text of the proposed amendment. In this instance, the period until the meeting, shall be at least two weeks.
4. Any amendment to the Articles shall only come into effect after the execution of a notarial deed for that purpose.
5. The members of the Board are required to file a certified copy of the amendment and of the full text of the amended Articles with the Trade Register of the Chamber of Commerce.

Stichting FEMS Central Office
Keverling Buismanweg 4
2628 CL Delft
The Netherlands
T +31-15-269 3920
F +31-15-269 3921
E fems@fems-microbiology.org
I www.fems-microbiology.org

Dissolution and liquidation

Article 14

1. The Board is authorised to dissolve the Foundation. The provisions of article 13, paragraph 1, second sentence, and of paragraphs 2 and 3 are applicable *mutatis mutandis* to such decision.
2. After its dissolution the Foundation shall continue to exist insofar as is necessary to liquidate its capital.
3. The Board shall be charged with the liquidation, unless the Supervisory Council decides otherwise.
4. The liquidators shall ensure that the dissolution of the Foundation is filed with the register referred to in article 13, paragraph 5.
5. During the liquidation, the provisions of these Articles shall remain in force as much as is possible.
6. Any surplus remaining after the dissolution of the Foundation shall be spent in accordance with the object of the Foundation as much as is possible, such to the discretion of FEMS-UK.
7. After the liquidation, the books and records of the dissolved Foundation shall remain in the custody of the youngest liquidator for a period of seven years.

Final stipulations

Article 15

The Supervisory Council shall decide in all instances in which the law and these Articles do not provide.

Finally, the person appearing stated:

For the first time shall be appointed as members of the Board of the Foundation:

- dr Maurice Alfred Lock, in his capacity as Treasurer on the FEMS Executive Committee of FEMS-UK, residing Llanfaes Parc 13, Beaumaris, Anglesey (LL58 8RH), United Kingdom, born in Wallsend, United Kingdom, on nineteen hundred forty-seven March thirty, as Chairperson and Treasurer;
- dr Peter Raspor, in his capacity as Secretary General on the FEMS Executive Committee of FEMS-UK, residing Ljubljana (1013), Neubergerjeva 13 in Slovenia, born in Dolga, Polania, Vipava, Slovenia, on nineteen hundred fifty-four September twenty-eight, as Secretary;
- dr John Christopher Fry, in his capacity as Publications Manager on the FEMS Executive Committee of FEMS-UK, residing The Manor 40, Llantarnam, Cwmbran Torfaen, (NP44 3AQ), United Kingdom, born in London, United Kingdom, on nineteen hundred forty-four June eighteen, as Member;
- dr Dingeman van Rossum, in his capacity as FEMS Executive Officer of FEMS-UK, mentioned above, as Member;

FEMS-NL

Stichting registered in Delft:
KvK-number: 27.27.15.12

BTW (VAT) registration number:
NL 81.37.73.489 B01

ABN-AMRO Bank, Delft:
Acct: 56.41.83.148
IBAN: NL79ABNA0564183148

Articles Stichting FEMS Central Office (FEMS-NL)

- ir Wilhelmina Johanna Suzanna Maria van Wezenbeek, in her capacity as FEMS Executive Officer, residing Beestenmarkt 9-a, 2611 GA Delft, the Netherlands, born in Heemskerk, the Netherlands, on nineteen hundred sixty seven June seven, as Member; The members of the Supervisory Council shall be appointed by FEMS-UK after executing this deed;
The address of the Foundation is: Keverling Buismanweg 4, 2628 CL Delft, the Netherlands.

WHEREOF DEED executed in Delft on the date first hereinbefore mentioned. The person appearing is known to me, civil-law notary. The contents of this Deed were communicated and explained to the person appearing. The person appearing stated that he had taken note of the contents of this Deed and that he agreed therewith. Thereupon, I, civil-law notary, rendered a limited reading of this Deed, after which it was immediately signed by the person appearing and by me, civil-law notary.

Stichting FEMS Central Office
Keverling Buismanweg 4
2628 CL Delft
The Netherlands
T +31-15-269 3920
F +31-15-269 3921
E fems@fems-microbiology.org
I www.fems-microbiology.org

FEMS-NL

Journal:

- | | |
|------------|---|
| 2004-11-04 | Signing of the original Dutch version of the FEMS-NL articles by Rossum and Loof at the offices of Westvest Netwerk Notarissen, Delft. |
| 2004-11-16 | Receipt of the official version in Dutch and its translation in English (hard-copy) from the notary. |
| 2004-11-19 | Receipt of the electronic copies (e-copy) of the official version in Dutch and its translation in English from the notary. |
| 2004-12-08 | Rossum detected a number of flaws in the English translation and corrected those to the best of his ability; add FEMS-UK letterhead (version 041208). |
| 2004-12-10 | The English translation of the statutes would not need to be a formal translation, but a document assisting the Board to understand the Dutch statutes, which are legally binding (minute COMC04-03/3). |
| 2005-02-23 | Received improved English (informal) translation from Loof (Nr. D79933/KD/FZ) |
| 2005-03-31 | Incorporated improvements made by Loof (version 050331). |
| 2005-11-11 | Rossum made further improvements; add FEMS-NL letterhead (version 051111). |

Stichting registered in Delft:
KvK-number: 27.27.15.12

BTW (VAT) registration number:
NL 81.37.73.489 B01

ABN-AMRO Bank, Delft:
Acct: 56.41.83.148
IBAN: NL79ABNA0564183148