



Ref: NMA (16 March 2023.1)
Dos: 2022.1821.01

AMENDMENTS TO THE ARTICLES OF ASSOCIATION
Stichting Health Action International

This day, [*execution date*]
appears before me, Ingeborg Margu rith  Duyverman, civil-law notary in Utrecht:
[*employee H&S*], and acting as mentioned below.

The person appearing declares:

- the board of the Amsterdam-based foundation **Stichting Health Action International**, with address at 1054 HK Amsterdam, Overtoom 60 2 hg, registered in the trade register under number 41207580 (hereinafter: **the Foundation**), has decided to amend the articles of association as stated below;
- the board of the Foundation has furthermore resolved to appoint the person appearing to execute this deed;
- the aforementioned resolutions of the board are evidenced by a resolution outside a meeting signed by all directors of the Foundation, which is attached to this deed.

The person appearing further declares, in execution of the aforesaid resolution, to amend the Articles of Association of the Foundation in their entirety so as to read as follows:

ARTICLES OF ASSOCIATION
DEFINITIONS

Article 1

1.1 In these Articles of Association, the following definitions shall apply:

Stichting HAI

Stichting Health Action International to which these Articles of the Association relate.

BW

The Dutch Civil Code.

Article

An article of these articles of Association .

In writing

By post, by e-mail or by any other electronic means of communication which enables the transmission of a message that is readable and reproducible, unless expressly stated otherwise.

Management Board Regulations

The regulations adopted by the Management Board in accordance with Article 10.

Management Board

The body charged with governing Stichting HAI.

Chair of Management Board

The chair of the Management Board with the title of Director (Executive Director).

Management Board member

A member of the Management Board.

Supervisory Board Regulations

The regulations adopted by the Supervisory Board in accordance with Article 13.

Supervisory Board

The body with the task of supervising the policy of the Management Board and the general course of affairs in Stichting HAI.

Chair Supervisory Board

The chair of the Supervisory Board.

Supervisory Board Member

A member of the Supervisory Board.



NAME, SEAT AND GENERAL

Article 2

- 2.1 The Foundation shall be named: Stichting Health Action International. The abbreviated name is: Stichting HAI.
- 2.2 It has its registered office in Amsterdam.
- 2.3 Stichting HAI is a public benefit organisation as referred to in Article 5b of the Algemene wet inzake rijksbelastingen or any successor or substitute regulation and therefore does not aim to make profit.
- 2.4 Stichting HAI is an inclusive organisation.
- 2.5 Unless otherwise apparent or apparently intended, reference to the male gender does not exclude reference to any other gender.

PURPOSE STATEMENT

Article 3

- 3.1 Stichting HAI works towards a world in which health systems and policies provide equal opportunities for all to achieve the highest attainable level of health, and in particular in the areas of:
- access to medicines and their rational use
 - sexual reproductive health care including maternal and child health
 - prevention, treatment and disease control
 - education and health information
 - the impact of climate change on health; and
 - strengthening civil society at local, national, regional and global levels.
- 3.2 The Foundation seeks to achieve its objective by, inter alia, undertaking the following activities:
- Conducting scientific research, alone or in collaboration with other organisations.
 - Publishing publications.
 - Influencing policy makers through scientific evidence with the aim of changing policy.
 - Collaborating with and strengthening civil society organisations in low- and middle-income countries.
 - Supporting networks, groups and individuals.
 - Promoting and supporting stakeholders pursuing the same objectives.
 - Organising and supporting joint campaigns with like-minded people.
 - Employing any other legitimate means that may be conducive to achieving the above objectives.

ASSETS

Article 4

- 4.1 The assets of Stichting HAI are constituted by:
- Grants and other contributions
 - Donations, inheritances and bequests
 - All other acquisitions and benefits.
- Inheritances may only be accepted by the Foundation under the privilege of inventory.
- 4.2 The assets of the Foundation shall serve the realisation of the objects of the Foundation. No natural person or legal entity may dispose of the Foundation's assets as if they were its own.
- 4.3 The Foundation may carry out activities or provide services at commercial rates in order to finance its objective with a view to achieving a positive result for activities aimed at achieving or promoting its objective.

MANAGEMENT BOARD - COMPOSITION



Article 5

- 5.1 Stichting HAI has a Management Board consisting of at least one (1) and no more than three (3) Board members. Only natural persons may be appointed as Board Members.
- 5.2 The number of Board members shall be determined by the Supervisory Board.
- 5.3 No close family or similar relationships may exist within the Management Board, including - but not limited to - marriage, registered partnership, unmarried cohabitation and relations by blood or marriage up to the third degree.
- 5.4 The Executive Director acts as Chair of the Management Board.
- 5.5 In the absence or inability to act of a board member, the remaining board member(s) shall be in charge of the management. Absence occurs when a vacancy occurs. Inability to act occurs when a board member, without having been defunct and other than by leave, is unable to perform his or her management duties. However, the Supervisory Board is obliged to fill the vacancy or vacancies as soon as possible. In all cases where the appointment of a board member has not been filled within three months after a vacancy has arisen, the most senior board member or other interested party will be able to request the court of the district in which the foundation has its registered office to appoint a member.

MANAGEMENT BOARD - APPOINTMENT, SUSPENSION AND DISMISSAL, REMUNERATION

Article 6

- 6.1 The Supervisory Board appoints the Board members.
- 6.2 The Supervisory Board appoints an Executive Director.
- 6.3 A resolution to appoint a Board Member shall require a majority of at least two-thirds of the valid votes cast at a Supervisory Board meeting at which all Supervisory Board members are present or represented.
- 6.4 The Supervisory Board may suspend or dismiss a Board Member at any time. The Supervisory Board shall determine the remuneration and further terms and conditions of employment of the Board Member relating to the Board Members' employment relationship. The Board Members do not receive any other remuneration besides their remuneration under their employment contract. The amount of remuneration (if any) must be in line with what is considered appropriate as remuneration for comparable work in the public sector and may not exceed the maximum amount for remuneration to Board Members in this sector - under the regulations applicable at the time.
- 6.5 A Board Member shall resign:
- by his death;
 - by his resignation;
 - by his resignation by the Supervisory Board;
 - by the loss of free management of his assets;
 - by his resignation by the court.

MANAGEMENT BOARD - TASKS, ORGANISATION AND DECISION-MAKING

Article 7

- 7.1 Subject to restrictions contained in these Articles of Association and the Management Board Regulations, the Management Board is charged with the management of Stichting HAI. In discharging their duties, the Board Members shall be guided by the interests of Stichting HAI and its affiliated company or organisation.
- 7.2 The Management Board determines the vision, strategic goals, policies, and



- sets financial guidelines and has the ultimate responsibility for day-to-day management.
- 7.3 Each Board member has one (1) vote in the decision-making of the Management Board.
- 7.4 Resolutions of the Management Board shall, irrespective of whether they are passed in a meeting of the Management Board or otherwise, be passed by at least an absolute majority in a meeting at which at least half of the Board Members are present or represented, unless otherwise provided in these articles of association or in the Management Board Regulations. If it appears at the meeting that the quorum is not met, the relevant decision-making shall be postponed until the next Board meeting.
- 7.5 Invalid votes, blank votes and abstentions shall be deemed not to have been cast.
- 7.6 In the event of a tie vote in the Management Board, the relevant resolution shall not come into effect.
- 7.7 The Management Board shall meet as often as a Board member deems necessary or appropriate and at least two (2) times per calendar year. A Board meeting may be convened by the Chair of the Board.
- 7.8 Reasonable notice of at least one (1) week shall be given to all Board Members to attend Board meetings, unless a shorter notice period is necessary to avoid a delay that could reasonably be expected to have an adverse effect on Stichting HAI. Notice of a Board meeting shall include the date, time, place and agenda of that Board meeting and shall be sent in writing to the Board Members.
- 7.9 A Board Member may be represented for Board deliberations and decision-making by another Board Member who has a written power of attorney to that effect. A Board Member may represent only one fellow Member at the meeting.
- 7.10 Board meetings may be held by means of audio communication facilities unless a Board Member objects.
- 7.11 If a Board Member has a conflict of interest, the Board Member concerned shall inform the Management Board thereof and shall refrain from participating in the deliberations and decision-making on the matter. The presence of the Board Member concerned shall not count towards the quorum referred to in Article 7.4. If as a result no Board decision can be taken, the decision shall be taken by the Supervisory Board.
- 7.12 Resolutions of the Board may, instead of in a Board meeting, be passed in writing, provided that all Board Members are aware of the resolution to be passed and none of them objects to this method of decision-making. Articles 7.3 to 7.6 shall apply mutatis mutandis.
- 7.13 The Management Board shall record decisions taken in writing in a decision list. The Chair of the Management Board shall sign the decision lists.

MANAGEMENT BOARD - SPECIAL DECISIONS

Article 8

- 8.1 Decisions of the Management Board concerning:
- a. Entering into a merger or demerger to which Stichting HAI is a party.
 - b. The dissolution of Stichting HAI.
 - c. Applying for the bankruptcy of Stichting HAI or suspension of payments of Stichting HAI.
 - d. The amendment of these Articles of Association.
 - e. The appointment of an independent auditor.
 - f. The adoption of the annual accounts.



- g. The adoption of the multi-year policy plan and the multi-year financial forecast.
 - h. The adoption or amendment of the Stichting HAI's annual plan or budget.
 - i. Entering into agreements to acquire, dispose of or encumber registered property.
 - j. The adoption or amendment of the investment policy of Stichting HAI.
 - k. The radical change in the working conditions of a significant number of employees of Stichting HAI.
 - l. Entering into or breaking off long-term cooperation with another legal entity or company, if such cooperation or breaking off is of far-reaching significance for Stichting HAI.
 - m. Adopting or amending the mission and vision of Stichting HAI.
 - n. The granting or revoking of a power of attorney as referred to in Article 9.2.
 - o. The incorporation of a new company or other legal entity.
 - p. Any transaction exceeding an amount determined by the Supervisory Board by a specific resolution and notified to the Management Board.
- 8.2 Without prejudice to the provisions of Article 8.1, the Management Board is authorised to resolve to enter into agreements to acquire, dispose of and encumber registered property and to enter into agreements whereby Stichting HAI binds itself as surety or joint and several co-debtor, warrants performance by a third party or provides security for a debt of another.
- 8.3 The Management Board shall also require the approval of the Supervisory Board for such management decisions as the Supervisory Board has adopted and communicated to the Management Board by its specifically defined resolution.
- 8.4 The absence of the approval required pursuant to Articles 8.1 and 8.3 shall not affect the power of representation of the Management Board or its Members.

MANAGEMENT BOARD - REPRESENTATION

Article 9

- 9.1 Stichting HAI shall be represented by the Management Board. In addition, the foundation may be represented by two Board Members acting together.
- 9.2 Stichting HAI may further be represented by a holder of a power of attorney to that effect. If Stichting HAI grants a power of attorney to a natural person, the Management Board may grant an appropriate title to that person.

BOARD OF DIRECTORS - BOARD REGULATIONS

Article 10

- 10.1 The Management Board shall draw up Regulations for the Board Members regulating matters concerning it internally. Furthermore, the Board Members may, by Rules or otherwise, divide the management duties among themselves.
- 10.2 The Regulations for the Management Board may not derogate from the law or these Articles of Association .
- 10.3 The Management Board may at any time revoke or amend the above-mentioned Regulations with the prior approval of the Supervisory Board.

SUPERVISORY BOARD - COMPOSITION

Article 11

- 11.1 Stichting HAI has a Supervisory Board, consisting of at least three (3) Supervisory Board Members. Only natural persons may be appointed as Supervisory Board Members. A Supervisory Board that is not complete retains its powers. Vacancies shall be filled as soon as possible.
- 11.2 The Supervisory Board shall determine the number of Supervisory Board



- Members.
- 11.3 The Supervisory Board shall elect a Chair of the Supervisory Board from among its members. The Supervisory Board may dismiss a Chair of the Supervisory Board without dismissing that person as a Supervisory Board Member. In that case, such Supervisory Board Member shall continue his/her term of office without bearing the title of Chair of the Supervisory Board.
- 11.4 In the absence or inability to act of a Supervisory Board Member, the remaining Supervisory Board Member(s) shall be charged with the duties of the Supervisory Board. Absence occurs when a vacancy occurs. Inability to perform the duties of a Supervisory Board Member, without having been discharged and other than by leave, shall be deemed to exist if the Supervisory Board Member is unable to perform his or her duties as a Supervisory Board Member. However, the Supervisory Board is obliged to fill the vacancy or vacancies as soon as possible. In all cases in which no Supervisory Board Member has been appointed within three months after a vacancy arose, the most senior Supervisory Board Member or other interested party may request the court of the district in which the foundation has its registered office to appoint a Supervisory Board Member.

SUPERVISORY BOARD - APPOINTMENT

Article 12

- 12.1 Supervisory Board Members are appointed by the Supervisory Board, on the understanding that the first Supervisory Board Members are appointed by the Management Board.
- 12.2 Supervisory Board Members shall be appointed for a maximum period of four (4) years and shall resign in accordance with a resignation rota to be determined by the Supervisory Board; a Supervisory Board Member resigning in accordance with the resignation rota shall be eligible for reappointment immediately but not more than once. When the aforementioned final term of office of a Supervisory Board Member has expired, such Supervisory Board Member cannot be appointed earlier than one (1) year after the expiry of such final term of office.
- 12.3 If there are no Supervisory Board Members in office, the person appointed by the Supervisory Board pursuant to Article 11.4 as being charged with the duties of the Supervisory Board shall appoint five (5) or more Supervisory Board Members. The person referred to in the previous sentence may appoint himself as a Supervisory Board Member.
- 12.4 Members of the Supervisory Board shall receive no remuneration, directly or indirectly, for the work performed by them in that capacity for the foundation. Reasonable compensation for expenses incurred by Supervisory Board Members as such do not qualify as remuneration, provided that such compensation is included and explained in the financial statements.

SUPERVISORY BOARD REGULATIONS

Article 13

- 13.1 Together with the Management Board, the Supervisory Board shall draw up Regulations for the Supervisory Board, stating, among other things, how it shapes its supervision, what its duties, powers and roles are, how it organises decision-making and what qualities must be present in the Supervisory Board. Furthermore, the Supervisory Board Members divide tasks among themselves, which tasks may be included in the regulations of the Supervisory Board.
- 13.2 The Regulations may not deviate from the law or these Articles of Association.
- 13.3 The Supervisory Board may revoke or amend the aforementioned Regulations



at any time in consultation with the Management Board.

SUPERVISORY BOARD - SUSPENSION, DISMISSAL, RESIGNATION AND

ABSENCE

Article 14

- 14.1 Members of the Supervisory Board shall be suspended and dismissed by the Supervisory Board in consultation with the Management Board. A member of the Supervisory Board shall be suspended and dismissed due to:
- Neglect of his duties or inadequate performance
 - Incompatibility of functions or interest
 - Change of circumstances or other reasons of which the Supervisory Board considers it to be in the interest of the Foundation that his continuation as a member of the Supervisory Board cannot reasonably be required of the Foundation.
- 14.2 If a member of the Supervisory Board has been suspended, a resolution to dismiss the member or to lift or maintain the suspension shall be adopted within three months from the commencement of the suspension.
- 14.3 A member of the Supervisory Board in respect of whom the dismissal, suspension and/or extension thereof is under consideration shall be given the opportunity to justify himself at the meeting at which his dismissal, suspension and/or extension thereof is discussed.
- 14.4 A member of the Supervisory Board shall further resign:
- by his death;
 - by his resignation;
 - by the loss of free management of his assets;
 - by his resignation by the court;
 - by the expiry of the term for which he was appointed, subject to his reappointment, if permitted.

SUPERVISORY BOARD - TASK AND POWERS

Article 15

- 15.1 The task of the Supervisory Board is to supervise the policy of the Management Board and the general course of affairs in Stichting HAI and its affiliated company and organisation. The Supervisory Board shall assist the Management Board with advice and counsel.
- 15.2 In discharging the duties mentioned in Article 13.1, the Supervisory Board Members shall be guided by the interests and purpose of Stichting HAI.
- 15.3 The Management Board shall provide the Supervisory Board in a timely manner with the information necessary for the performance of its duties and shall provide any Supervisory Board Member who may require it with all information concerning the affairs of Stichting HAI. The Supervisory Board is authorised to inspect all books, records and correspondence of Stichting HAI and to take note of all actions that have taken place. Each Supervisory Board Member shall have access to all buildings and premises occupied by Stichting HAI.
- 15.4 The Management Board shall at least once a year inform the Supervisory Board in writing of the outline of the strategic policy, the general and financial risks and the management and control system of Stichting HAI.
- 15.5 The Supervisory Board may be assisted by experts in the performance of its duties at the expense of Stichting HAI.
- 15.6 Without prejudice to its collective responsibility, the Supervisory Board may decide on a mutual division of duties and powers.

SUPERVISORY BOARD - ORGANISATION AND DECISION-MAKING



Article 16

- 16.1 Each Supervisory Board Member has a vote in the decision-making of the Supervisory Board.
- 16.2 A Supervisory Board Member may be represented for Supervisory Board deliberations and decision-making by another Supervisory Board Member who has a written power of attorney to that effect.
- 16.3 The Supervisory Board shall decide, both in and out of meetings, by an absolute majority of the votes cast.
- 16.4 Invalid votes, blank votes and abstentions shall not be counted as votes cast.
- 16.5 In the event of a tie vote in the Supervisory Board, the relevant resolution shall not come into effect.
- 16.6 The Supervisory Board shall meet as often as a Supervisory Board Member deems necessary or appropriate. A Supervisory Board meeting may be convened by any Supervisory Board Member. In case more than four (4) Supervisory Board meetings have been held in a calendar year, subsequent meetings in the same calendar year may only be convened by at least two (2) Supervisory Board Members jointly.
- 16.7 Board Members shall be given the opportunity to attend the Supervisory Board meeting if they are called in accordance with Article 16.8.
- 16.8 All Supervisory Board Members will be given reasonable notice of at least two (2) weeks for all Supervisory Board meetings, unless a shorter notice period is necessary to avoid a delay that could reasonably be expected to have an adverse effect on Stichting HAI. The notice of a Supervisory Board meeting shall include the date, time, place and agenda of that meeting and shall be sent in writing to the Supervisory Board Members.
- 16.9 If a Supervisory Board meeting has not been called in accordance with Articles 16.6 and 16.8, resolutions of the Supervisory Board may nevertheless be taken at that meeting by unanimous vote of all Supervisory Board Members.
- 16.10 If a Supervisory Board Member has a conflict of interest, the Supervisory Board Member concerned shall inform the Supervisory Board thereof and shall refrain from participating in the deliberations and decision-making in this respect. If as a result no decision of the Supervisory Board can be taken, the decision shall nevertheless be taken by the Supervisory Board.
- 16.11 Supervisory Board meetings may be held by means of audio or audio-visual communication equipment, unless a Supervisory Board Member objects.
- 16.12 Decisions of the Supervisory Board may, instead of in a meeting, be taken in writing, provided that all Supervisory Board Members are aware of the decision to be taken and none of them objects to this method of decision-making. Articles 16.1 to 16.5 shall apply mutatis mutandis.
- 16.13 The Supervisory Board may draw up Regulations regulating matters concerning it internally. Such Regulations may not conflict with the provisions of these Articles of Association. Furthermore, the Supervisory Board Members may, by Rules of Procedure or otherwise, divide their duties among themselves.
- 16.14 The Supervisory Board shall record decisions taken in writing in the minutes. The Chair of the Supervisory Board shall sign the minutes.

MEETING OF THE BOARD AND THE SUPERVISORY BOARD

Article 17

- 17.1 At least twice a year, the Management Board and the Supervisory Board shall meet in joint session to discuss the general lines of the policy pursued and to be pursued in the future.



- 17.2 The Management Board and the Supervisory Board have equal authority to convene a joint meeting.
- 17.3 Joint meetings are chaired by the Chair of the Supervisory Board.

FINANCIAL YEAR AND ANNUAL ACCOUNTS

Article 18

- 18.1 The financial year of Stichting HAI is equal to the calendar year.
- 18.2 The Management Board shall be obliged to keep records of the capital position of Stichting HAI and of everything concerning the activities of Stichting HAI, in accordance with the requirements arising from those activities, and to keep the books, documents and other data carriers belonging thereto in such a way that the rights and obligations of Stichting HAI may at all times be known from them.
- 18.3 The Management Board is obliged to draw up and adopt the annual accounts - consisting of the balance sheet, the statement of income and expenditure and explanatory notes - and the annual report of the foundation within six months after the end of the financial year. The annual accounts and the annual report to be adopted shall require the approval of the Supervisory Board. To this end, these documents shall be sent to the Supervisory Board immediately after they have been drawn up. Before granting its approval, the Supervisory Board shall instruct the Management Board to have the annual accounts audited by a chartered accountant or an accounting consultant within the meaning of Section 393 of Book 2 of the Dutch Civil Code appointed by the Supervisory Board. Such expert shall report on his examination to the Supervisory Board and shall set out the results of his examination in a certificate as to whether the documents referred to in the previous sentence are true and fair. He shall bring his report to the attention of the Management Board.
- 18.4 The annual accounts shall be adopted by the Management Board with due observance of the provisions of Article 8.1.
- 18.5 The Management Board is obliged to make the annual reports available and accessible to the public through the website of the Foundation.
- 18.6 The Management Board is obliged to keep the books, records and other data carriers referred to in Articles 18.2 and 18.3 for the period prescribed by law.

AMENDMENT TO ARTICLES OF ASSOCIATION

Article 19

- 19.1 The Management Board is authorised to amend these Articles of Association with the approval of the Supervisory Board. The decision for approval by the Supervisory Board to do so must be taken by two-thirds of the votes in a meeting at which all members of the Supervisory Board are present or represented.
- If at a meeting at which a proposal to amend the Articles of Association is on the agenda, not all members of the Supervisory Board are present or represented, a new meeting shall be convened, to be held at least fourteen days later, but no later than thirty days after the first one. At this meeting, a resolution to amend the Articles of Association may be validly passed by a majority of at least two-thirds of the valid votes cast regardless of the number of Supervisory Board members present or represented.
- 19.2 The amendment of the articles of association must be effected by notarial deed under penalty of nullity. Each Board member individually is authorised to execute the relevant deed.
- 19.3 The Management Board shall be obliged to deposit an authentic copy of the amendment and the amended articles of association at the office of the Trade Register of the Chamber of Commerce.



19.4 The foregoing provisions of this article shall apply mutatis mutandis to the resolution for legal merger and the resolution for legal division.

DISSOLUTION AND LIQUIDATION

Article 20

- 20.1 The Supervisory Board and the Management Board are, each separately, authorised to dissolve the Foundation. The decision of the Management Board to dissolve is subject to the written approval of the Supervisory Board.
- 20.2 Stichting HAI shall continue to exist after its dissolution to the extent necessary for the liquidation of its assets.
- 20.3 The liquidation shall be carried out by the Management Board under the supervision of the Supervisory Board, unless one or more other liquidators have been appointed by the resolution to dissolve.
- 20.4 The liquidators shall ensure that the dissolution of Stichting HAI is registered in the Trade Register.
- 20.5 During the liquidation, the provisions of these articles of association shall remain in force as far as possible. In documents and announcements issued by the foundation the words 'in liquidation' must be added to the name of the foundation.
- 20.6 Any liquidation surplus remaining after the liquidation of the assets of Stichting HAI shall be applied for the benefit of a public benefit purpose organisation as referred to in Article 5b of the Algemene wet inzake rijksbelastingen or any successor or substitute scheme, with a similar objective or shall, in the opinion of the Management Board, be applied in such a way that such surplus shall benefit the public benefit.
- 20.7 On completion of the liquidation, the books and records of the dissolved Stichting HAI shall remain in the custody of the youngest liquidator for the period prescribed by law. Such person shall be obliged to surrender his designation as well as his name and address to the Trade Register for registration within eight days of the commencement of his safekeeping obligation.

FINAL PROVISION

Article 21

- 21.1 In all cases not covered by these Articles of Association or any further regulations to be adopted, the Management Board shall decide in consultation with the Supervisory Board.

FINAL

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

I, notary, have further communicated the substance of the deed to the person appearing and given an explanation thereon, including the consequences arising from the contents of the deed.

The person appearing declares to have taken note of the contents of the deed and to agree to it. The person appearing also expressly agrees to the limited reading of the deed. Immediately after the limited reading the deed was executed by the person appearing and by me, civil-law notary. The deed was executed in Utrecht on the date mentioned at the beginning of this deed.