

# **World Infectious Disease Monitoring Foundation**

## **Articles of Association**

### **Article 1. Definitions.**

In these articles of association the following terms have the following meanings:

- Board: the board of the Foundation;
- In writing: by letter, fax or e-mail, or by message that is conveyed via another common means of communication and that can be received electronically or in writing, provided that the identity of the sender can be established with sufficient certainty;
- Articles of Association: the articles of association of the Foundation, as they will read from time to time;
- Foundation: the legal person to which the Articles of Association relate.

### **Article 2. Name and seat.**

1. The Foundation bears the name: World Infectious Disease Monitoring Foundation / Foundation, also abbreviated as: 'WOIDMO' or WOIDMO Foundation.
2. It has its seat in the municipality of The Hague.

### **Article 3. Purpose.**

1. The Foundation aims to:

- monitor infectious diseases and supporting activities and developments related to them;
- the dissemination of knowledge by providing information to the population as well as to medical groups, organizations and institutions through publications (online and traditional), making available data and by other appropriate means;
- operate (to run) computer systems and databases with the aim to detect and trace infectious diseases worldwide, with the purpose of informing and processing this data statistically and disseminating data with regards to infectious diseases;
- the fulfillment of an active, initiating, coordinating and stimulating role in striving to improve the framework in which detection and prevention of infectious diseases takes place;
- collaborate with other organizations and institutions that have these objectives or organizations that offer medical assistance;
- advise governments;
- cooperate with similar organizations abroad;
- increase the available knowledge in this field by supporting scientific research, both fundamental and applied;
- and furthermore everything that is related in the broadest sense to these things, and / or which may be conducive thereto;

2. The Foundation shall endeavor to achieve its objective, inter alia, by:

- awakening the interest of the world (global) population in the fight against infectious diseases by providing information through a website, data sharing and mobile applications (apps);
- providing emergency services to countries with limited resources of polymerase chain reaction reagents (PCR) and its development, to avoid the spread of diseases;

- developing faster PCR devices, which are relevant to these endeavours and are relevant to healthcare;
- enabling researchers to conduct research related to identification and reduction of infectious diseases, by awarding grants or subsidies.
- raising the necessary funds;
- other legal means.

3. The Foundation does not aim to make a profit.

#### **Article 4. Assets.**

1. The Foundation's assets will be formed by:

- a. grants and other contributions;
- b. gifts, inheritances and bequests;
- c. all other acquisitions and benefits.

2. The Foundation can only accept inheritances of which and inventory has been made.

#### **Article 5. Board.**

1. The Board consists of a number of at least three members to be determined by the Board and is appointed for the first time by this deed.
2. The Board (with the exception of the first Board, the members of which are appointed to the position) elects a chairman, a secretary and a treasurer from among its members, who together form the board. The functions of secretary and treasurer can also be fulfilled by one person.
3. The directors retire according to a retirement schedule drawn up by the Board with due observance of a term of office of at least four years, with the exception of the members of the first Board, who sit for a term of four years and then retire according to a resignation schedule drawn up by the Board, whereby a term of office of less than four years may then apply to them; directors appointed in interim vacancies will take the place of their predecessors on the retirement schedule. Retiring directors can be reappointed indefinitely.
4. Upon the creation of one (or more) vacancy (s) on the Board, the remaining directors will unanimously (or the only remaining director) provide this within three months after the vacancy (s) have arisen by appointment. of one (or more) successor (s).
5. Should one or more members be missing from the Board for whatever reason, the remaining directors will form, or the sole remaining director will nevertheless form a legal Board.
6. In the event of a difference of opinion between the remaining directors with regard to the appointment, as well as when at any time all directors should be absent before the vacancy (s) have been filled, and furthermore if the remaining directors fail to act within the terms of paragraph 4 of To fill the vacancy (s) referred to in this article, such provision will be made by the court at the request of any interested party or at the request of the Public Prosecution Service.

#### **Article 7. Management authority and fees.**

1. The Board is charged with the management of the Foundation. To this end, it draws up a (long-term) policy plan.
2. Provided that the relevant decisions are taken, the Board is unopposed votes of all directors in office, authorized to decisions to enter into agreements to acquire, alienate and encumber registered goods and to enter into agreements in which the Foundation commits itself as

- guarantor or jointly and severally owed, makes a third party strong or undertakes to provide security for another person's debt.
3. In the performance of their duties, the directors shall direct themselves to the interests of the Foundation and its affiliated organization.
  4. In the absence or absence of one or more directors, the remaining director (s) is (are) charged with the entire management. In the absence or inability to act of all directors or the sole The director is temporarily administered by a person who must always be designated by the Board for this purpose. In these articles of association, 'prevented' in any case means the circumstance that the board member for a period of more than seven days is unreachable due to illness or other causes.
  5. No remuneration can be awarded to the directors. Costs are paid to the directors upon presentation of the supporting documents.

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

1. The Foundation is represented by the Board, unless otherwise provided by law. The Foundation may also be represented by two members of the board acting jointly.
2. The Board may grant power of attorney to others to represent the Foundation in and out of court within the limits described in that power of attorney.

#### **Article 9. Termination of membership of the Board.**

Membership of the Board ends:

- upon the death of a director;
- in the event of loss of free management of his assets;
- in case of written resignation;
- in the event of dismissal on the grounds of Article 2: 298 of the Dutch Civil Code;
- by unanimous decision taken by the other directors;
- by stepping down periodically.

#### **Article 10. Financial year and annual reports.**

1. The financial year of the Foundation is equal to the calendar year.
2. At the end of each financial year, the treasurer draws up a balance sheet and a statement of income and expenditure for the ended financial year, which annual reports within six months after the end of the financial year and, if the subsidizers so wish, accompanied by a report of a chartered accountant or an accountant-administration consultant are offered to the Board.
3. The annual accounts are adopted by the Board. Adoption of the annual accounts by the Board will discharge the treasurer from liability for the management conducted by him for the relevant year.

#### **Article 11. Committees.**

The Board is authorized to set up one or more committees, the duties and powers of which will then be determined by the foundation general regulations.

#### **Article 12. Advisory Board.**

The Board can set up an Advisory Board, which will then in any case have the task of advising the Board, both solicited and unsolicited. The further duties and powers will then be determined by the foundation general regulations.

### **Article 13. Executive Director.**

1. The Board may appoint an Executive Director and entrust it with the day-to-day affairs of the Foundation.
2. If an Executive Director has been appointed, he can be appointed by the Board and be dismissed in accordance with the relevant statutory provisions.
3. The Executive Director has an advisory vote at meetings of the Board.

### **Article 14. Regulations.**

1. The Board is authorized to adopt one or more regulations, in which those subjects are regulated, which are not included in the Articles of Association.
2. The regulations may not contravene the law or the Articles of Association.
3. The Board is at all times authorized to amend or terminate the regulations.
4. It is up to the adoption, amendment and cancellation of the regulations the provisions of Article 15 paragraphs 1 and 2 apply mutatis mutandis.

### **Article 15. Amendment of the articles of association.**

1. The Board is authorized to amend the Articles of Association. Without prejudice to the provisions of Article 6, paragraph 10, the resolution to this effect must be taken by a majority of at least three-quarters of the votes cast in a meeting of the Board, in which all directors are present or represented.
2. If not all directors are present or represented at a meeting at which a proposal as referred to in paragraph 1 of this article has been discussed, a second meeting of the Board will be convened, to be held not earlier than seven days, but not later than twenty one days after the first, at which such a resolution may be passed by a majority of at least three-quarters of the votes cast, and at which meeting at least the majority of the directors in office are present or represented.
3. Each director is authorized to execute the notarial deed of amendment of the articles of association.

### **Article 16. Dissolution and liquidation.**

1. The Board is authorized to dissolve the Foundation. The provisions of Article 15 paragraphs 1 and 2 apply mutatis mutandis to the decision to be taken to that end.
2. The Foundation will continue to exist after its dissolution insofar as this is necessary to liquidate its assets.
3. The liquidation is effected by the Board.
4. The liquidators shall ensure that the dissolution of the Foundation is registered in the register referred to in Section 2: 289 of the Dutch Civil Code.
5. During the liquidation, the provisions of the Articles of Association will remain in force as much as possible.
6. Any positive balance of the dissolved Foundation will be spent on behalf of a public benefit organization with a similar objective as the objective of the Foundation or of a foreign institution that exclusively or almost exclusively aims for the public good and which has a similar objective as has the objective of the Foundation.
7. After the liquidation, the books, documents and other data carriers of the dissolved Foundation will remain for seven years under the youngest liquidator.

**Article 17. Final provision.**

The Board decides in all cases not provided for by both the law and the Articles of Association.

**Article 18. Transitional provision.**

The first financial year of the Foundation runs until thirty-one December two thousand and twenty. This article expires after the first financial year has ended.

*These articles of association have been translated from Dutch.  
In case of discrepancy, the original Dutch text will prevail.*

*The text of this document may be amended from time to time to  
refine the translation.*