

**XR4REHAB COLLABORATION & INNOVATION NETWORK – CONSTITUTION**

**CONSTITUTION**

**Article 1**

**Definitions**

- 1.1 For the purposes of this constitution the following terms bear the meaning assigned to them below:
  - (a) **General Meeting**: the association's general meeting body and also any meeting of this body;
  - (b) **Executive Committee Member**: a member of the association's Executive Committee within the meaning of Book 2 of the Dutch Civil Code;
  - (b) **Executive Committee**: the association's executive committee within the meaning of Book 2 of the Dutch Civil Code;
  - (b) **Member or Members**: an ordinary or prospective member or members of the association within the meaning of Book 2 of the Dutch Civil Code;
- 1.2 For the purposes of this constitution 'in writing/written' is deemed to mean communication by any electronic means, including email. Furthermore, with regard to the provisions of this constitution the requirement of in writing or written shall be deemed to have been satisfied where a notice, announcement, decision, proxy, vote or request is recorded in electronic form. In the event that specific documents and/or notices must be placed for inspection and/or copies of them must be provided in accordance with the law or this constitution, the association may also comply with this by making such documents and/or notices viewable and available for downloading on its website.
- 1.3 Unless otherwise evident or apparently otherwise intended, any reference to a term or word in the singular shall also cover its plural form and vice versa.
- 1.4 Unless otherwise evident or apparently otherwise intended, any reference to the masculine shall also be deemed to include the feminine and vice versa.

**Article 2**

**Name and registered office**

- 2.1 The association shall be called **XR4REHAB Collaboration & Innovation Network**.
- 2.2 The association shall have its registered office in the municipality of Nijmegen, the Netherlands.

**Article 3**

**Objects**

- 3.1 The association's objects shall be:

- a. to facilitate contact and the exchange of knowledge between the Members and between them and other organisations that are active in the healthcare sector in order to improve healthcare, in particular, rehabilitation care by using virtual reality technology in clinical and other settings;
- b. to look after the interests of its Members;
- c. to develop virtual reality products for use in clinical and other settings;
- d. to conduct scientific research and conduct studies into the use of virtual reality technology in clinical and other settings;
- e. furthermore, to do anything else which may be directly or indirectly related or conducive to the foregoing in the broadest sense of the term.

3.2 Amongst other things, the association shall endeavour to achieve its objects by:

- a. organising networking events, lectures, courses, workshops and holding gatherings and meetings;
- b. providing information about and discussing issues pertaining to virtual reality technology in the healthcare and rehabilitation care fields;
- c. initiating and providing support for projects involving virtual reality technologies in the healthcare and rehabilitation care fields;
- d. doing anything which relates or may be conducive to the foregoing in the broadest sense of the term.

#### Article 4

##### **Members**

- 4.1 The association shall have ordinary and prospective Members. Unless explicitly stipulated otherwise or apparently meant, any reference to a Member or Members in this constitution or any regulations or decisions taken pursuant to it shall be deemed to include an ordinary or prospective Member or Members.
- 4.2 Both natural persons and legal entities may be Members of the association irrespective of their nationality.
- 4.3 Ordinary Members may only be natural persons and legal entities that:
  - a. have an affinity with virtual reality technology in the healthcare and rehabilitation care sectors, all in broadest sense of the term;
  - b. satisfy the requirements stipulated for admission by the General Meeting as set out in greater detail in the internal regulations or any agreement concluded with the Members.
- 4.4 Anyone who wishes to participate in the association's activities, has registered with the Executive Committee as a prospective Member and whom the Executive Committee has admitted in this capacity shall be a prospective Member.
- 4.5 A natural person or legal entity that wishes to become a Member of the association shall address a written request to the Executive Committee for this purpose. The applicant shall provide any information which the Executive Committee deems to be required.

- 4.6 The Executive Committee shall decide on any application for admission. The Executive Committee shall notify the applicant of its decision in writing.
- 4.7 Should the Executive Committee refrain from admitting a Member, the General Meeting may resolve to do so.
- 4.8 Membership shall commence on a date decided on by the Executive Committee.
- 4.9 The Executive Committee shall maintain a register which contains the names and addresses of all of the Members. In the event that there are Members that are also legal entities, the identity of whoever represents a legal entity Member within the association's bodies shall also be recorded in this register.
- 4.10 Membership of the association shall be personal and, as such, not susceptible of assignment or transfer.

## Article 5

### **Termination of membership or suspension**

- 5.1 Membership shall terminate:
  - (a) upon the relevant member's death;
  - (b) by virtue of its cancellation by the Member concerned;
  - (c) by virtue of its cancellation by the association;
  - (d) through disqualification where a Member acts in breach of this constitution, a regulation or a decision taken by the association, or unreasonably prejudices the latter;
  - (e) by virtue of a Member being declared bankrupt, being granted a moratorium on payments, or the debt rescheduling arrangements for natural persons being declared applicable in relation to them, whether provisional or otherwise;
  - (f) by virtue of their being placed in the care of a guardian;
  - (g) where the Member is a legal entity which ceases to exist, even where the cessation of its existence is due to a merger or break-up;
  - (h) as soon as an ordinary Member no longer satisfies the requirements for membership stipulated in Article 4.
- 5.2 Cancellation by a Member or the association may only be effected towards the end of a financial year subject to a term of notice of no less than four (4) weeks.
- 5.3 Cancellation by the association may only be effected provided that the relevant Member has ceased to satisfy the requirements stipulated in respect of membership in this constitution and the association cannot reasonably be expected to permit that membership to remain in effect. Cancellation shall be effected by the Executive Committee.  
The Executive Committee may disqualify a Member that acts in breach of this constitution, any regulation or a decision taken by the association, or prejudices the latter in an unreasonable manner.

- 5.5 Where membership is terminated in the course of a financial year, the relevant Member shall nevertheless remain liable for the entire annual contribution payable by the latter.
- 5.6 A Member shall not be permitted to cancel their membership with immediate effect after becoming aware or being notified of a decision that alters their financial rights and duties.
- 5.7 The Executive Committee may suspend a Member in the event that the latter is responsible for an act or omission in breach of this constitution, any regulation or a decision taken by the association, or prejudices the latter in an unreasonable manner. Such suspension shall lapse in the event that the Executive Committee fails to disqualify the relevant member from their membership or to lift or enforce their suspension within three (3) months after the date on which that suspension commences. A suspension may be extended for no more than three (3) months. While suspended a Member may not exercise any of their rights as a Member with the exception of the meeting in which the decision to suspend them is dealt with, which the suspended Member may attend and which they may address, although they shall remain subject to any obligations pursuant to their membership.

## Article 6

### **Contributions**

- 6.1 Every Member shall be required to pay the association an annual contribution, the amount of which shall be determined by the General Meeting acting on a proposal from the Executive Committee. The Members may be divided into classes for this purpose.
- 6.2 In exceptional circumstances the Executive Committee shall have the power to grant an exemption from the duty to pay an annual contribution.
- 6.3 Acting on a proposal from the Executive Committee, the General Meeting may stipulate that new Members are required to pay an admission fee. In the event that the General Meeting adopts a resolution to this effect based on a proposal from the Executive Committee, it shall also stipulate the amount of the admission fee.

## Article 7

### **Executive Committee: composition and appointment**

- 7.1 The association shall be managed by an Executive Committee which shall consist of one (1) or more Executive Committee Members. Subject to the provisions of the foregoing sentence, the General Meeting shall determine the number of Executive Committee Members.
- 7.2 The General Meeting shall appoint the Executive Committee Members. Executive Committee Members shall be appointed for a term of no more than four (4) years and shall retire in accordance with a retirement schedule drawn up by the Executive Committee. An Executive Committee Member who retires in accordance with the schedule may be reappointed twice immediately.

7.3 The Executive Committee shall elect a chair, secretary and treasurer from amongst its number. The positions of secretary and treasurer may also be held by one (1) person.

## Article 8

### **Executive Committee, suspension, dismissal, absence and indisposition**

8.1 The General Meeting may suspend or dismiss an Executive Committee Member at any time. The General Meeting shall make any decision concerning a suspension, extending or lifting it, or dismissal by a majority of no less than two thirds (2/3) of the votes cast. The relevant Executive Committee Member shall be afforded an opportunity to account for themselves in a General Meeting. In this respect they may be assisted by legal counsel.

8.2 Such suspension of an Executive Committee Member shall lapse in the event that the General Meeting fails to decide in favour of a dismissal, or lifting or extending the suspension within three (3) months after the date on which that suspension commences. A suspension may be extended for no more than three (3) months commencing on the date on which the decision to extend the suspension is taken.

8.3 An Executive Committee Member shall cease to serve as such:

- (a) due to their death or, in the case of a Member that is a legal entity, the termination of their existence;
- (b) by virtue of them being declared bankrupt, being granted a moratorium on payments, or the debt rescheduling procedure for natural persons being declared to be applicable in respect of them provisionally or otherwise;
- (c) by virtue of them being placed in the care of a guardian;
- (d) by virtue of one (1) or more of their assets being placed under guardianship as provided for in Title 19 of Book 1 of the Civil Code;
- (e) due to their voluntary retirement (resignation);
- (f) due to their dismissal by a court of law;
- (g) due to their dismissal by the General Meeting;
- (h) by virtue of them not being reappointed upon the expiry of the reappointment period.

8.4 A vacancy shall be filled as soon as possible. An incomplete Executive Committee shall retain its powers.

8.5 In the event that one (1) or more Executive Committee Members are absent or indisposed, the remaining Executive Committee Members or the sole remaining one shall be temporarily responsible for managing the association. In the event that all of the Executive Committee Members are or a sole Executive Committee Member is absent or indisposed, the person whom the General Meeting has appointed or appoints for this purpose shall be temporarily responsible for the managerial duties. The provisions of this constitution governing the Executive Committee and the Executive Committee Members shall apply *mutatis mutandis* in respect of them. Furthermore, they

shall be required to convene a General Meeting as soon as possible to decide on the appointment of one (1) or more Executive Committee Members.

8.6 For the purposes of this article 'indisposed' is deemed to refer to:

- (i) suspension;
- (ii) sickness;
- (iii) inaccessibility;

in the cases referred to in Subclause (ii) and (iii) without the existence of any possibility of contact between the relevant Executive Committee Member and the association for a period of five (5) days, unless the General Meeting stipulates another period as the case may be.

## Article 9

### **Powers of the Executive Committee**

- 9.1 The Executive Committee shall be responsible for managing the association subject to any limitations stipulated in this constitution.
- 9.2 When performing their duties the Executive Committee Members shall be guided by the interests of the association and any organisation associated with it.
- 9.3 The Executive Committee shall be entitled to arrange for committees which it appoints to perform some of its duties under its responsibility.
- 9.4 The Executive Committee shall not be entitled to enter into an agreement to acquire, alienate or encumber registered property, or pursuant to which the association binds itself as surety, or joint or several co-debtor, warrants performance on behalf of a third party or tenders security for another party's debt.
- 9.5 Subject to what is stipulated elsewhere in this constitution, the Executive Committee shall also require the General Meeting's consent for any decision to:
  - (a) approve the association's budget and policy plans (strategic and otherwise) or long-term plans;
  - (b) lease, let, or obtain or grant the enjoyment in some other way of immovable property;
  - (c) enter into an agreement pursuant to which the association is granted bank credit facilities;
  - (d) lend or borrow monies, which does not include the utilisation of any bank credit facilities granted to the association;
  - (e) enter into a settlement agreement;
  - (f) take legal action, which is deemed to include conducting arbitration proceedings, but with the exception of adopting provisional measures or taking any action which cannot be delayed;
  - (g) enter into or amend an employment contract;
  - (h) perform any act other than those mentioned above, which is deemed to include making investments whose value or sum exceeds €25,000.00;

- (i) agree to or terminate ongoing collaboration with other legal entities or businesses, where such collaboration or its termination is of far-reaching significance for the association;
- d. file for bankruptcy or apply for a moratorium on payments.

Other parties may not rely on the absence of such approval.

9.6 The General Meeting shall also be entitled to require that any decision taken by the Executive Committee other than those mentioned in Clause (5) be subject to its approval, provided that the General Meeting accurately describes such decision in its decision for this purpose and notifies the Executive Committee accordingly.

## Article 10

### **Executive Committee, modus operandi and conflicts of interest**

- 10.1 The Executive Committee shall meet as often as its chair or one (1) or the other Executive Committee Members deems it necessary to do so.
- 10.2 Every Executive Committee Member who has not been suspended shall have access to Executive Committee meetings and to cast one (1) vote in them.
- 10.3 An Executive Committee Member who has a direct or indirect personal interest that conflicts with any interest referred to in Article 9(2) shall not participate in deliberations and decision-making, and shall also be disregarded when determining the requisite quorum. Should it be impossible for a decision to be made as a result, that decision shall be taken by the General Meeting. An Executive Committee Member shall report any type or semblance of a conflict of interests to the General Meeting immediately and shall provide all relevant information concerning it. The General Meeting shall decide in the absence of that Executive Committee Member whether there is any question of a conflict of interests and how it should be dealt with.
- 10.4 In so far as this constitution does not stipulate a larger majority, all decisions of the Executive Committee shall be taken with an absolute majority of the votes validly cast. An Executive Committee meeting may only make a valid decision, provided that the majority of those Executive Committee Members who are entitled to vote attend or are represented in that meeting.
- 10.5 An Executive Committee Member may participate in a meeting with the aid of an electronic means of communication and in this case shall be deemed to attend such meeting in person. Furthermore, the entire Executive Committee may meet with the aid of an electronic means of communication. The provisions of the two (2) previous sentences shall be subject to the condition that the Executive Committee Members who participate in such meeting can be identified, can take cognisance of the proceedings of the meeting, and can cast their vote with the aid of such electronic means of communication. Furthermore, an Executive Committee Member must be able to participate in the deliberations with the aid of such electronic means of communication.

- 10.6 The Executive Committee may draw up regulations governing their modus operandi in greater detail. The General Meeting's prior approval shall be required for such regulations.

## Article 11

### **Representation**

- 11.1 The Executive Committee shall represent the association.
- 11.2 Two (2) Executive Committee Members acting together shall also have representational powers.
- 11.3 The Executive Committee may decide to grant power of attorney to one (1) or more Executive Committee Members, as well as anyone else to represent the association within the confines of that power of attorney. A title may be conferred on an authorised representative.

## Article 12

### **General Meetings, convening them and venue**

- 12.1 All of the powers within the association that are not vested in the Executive Committee by the law, this constitution or any regulations shall be vested in the General Meeting.
- 12.2 The ordinary Members shall take it in turns to serve as the chair of the General Meeting for a term of two (2) years in each case. Upon the expiry of this term one (1) of the other ordinary Members whom the General Meeting designates for this purpose shall serve as the chair of the General Meeting.
- 12.3 Every year no less than one (1) General Meeting, the annual meeting, shall be held by no later than six (6) months after the end of the association's financial year subject to the extension of this period by the General Meeting. Furthermore, General Meetings shall be held as often as the Executive Committee deems this to be advisable or as required in accordance with the law or this constitution.
- 12.4 Acting at the written request of no less than a number of ordinary Members equivalent to those who have the power to cast one tenth (1/10) of the votes in a full General Meeting, the Executive Committee shall have a duty to convene a General Meeting within a period of no more than four (4) weeks. In the event that such a request is not acceded to within fourteen (14) days, the requesters may themselves proceed to convene a General Meeting in accordance with the provisions of Clause (3) of this article or by advertising it in no less than one widely read daily newspaper in the place where the association has its registered office.
- 12.5 A General Meeting shall be called in writing by or on behalf of the Executive Committee and an agenda of the items that are to be dealt with shall be sent to the ordinary Members. A term of notice of meeting shall amount to no less than seven (7) days not including the date of issue and that of the meeting. A shorter term may suffice in an emergency, such to be determined at the Executive Committee's discretion.

12.6 General Meetings shall be held in the municipality in which the association has its statutory registered office, unless the Executive Committee stipulates otherwise in respect of the relevant General Meeting.

### Article 13

#### **Access to and chairmanship of the General Meeting**

13.1 All of the association's ordinary Members and Executive Committee Members shall have access to a General Meeting. A suspended ordinary Member or Executive Committee Member shall have access to the General Meeting in which a resolution to suspend them, or to lift or extend such suspension is dealt with and they shall be entitled to speak about it. The General Meeting shall rule on the admission of any person other than those referred to above.

13.2 In the event that an ordinary Member wishes to arrange to be represented in a General Meeting, they shall issue a written proxy for this purpose, which must be handed to the chair of the relevant meeting. An ordinary Member may only serve as a proxy for no more than two (2) ordinary Members.

13.3 A General Meeting shall be chaired by its chair or, in their absence, by a person designated by the Executive Committee from amongst its number or otherwise. In the event that no Executive Committee Member is present, the meeting shall appoint its own chair.

13.4 The secretary or another person designated by the chair shall take minutes of the General Meeting's deliberations. These minutes shall be adopted in the same or the next General Meeting and shall then be signed by the chair and the minutes secretary of the meeting concerned in evidence of this.

### Article 14

#### **Voting rights and decision-making**

14.1 All of the ordinary Members shall have one (1) vote in a General Meeting.

14.2 In so far as this constitution or the law does not stipulate otherwise, all of the General Meeting's resolutions shall be adopted with an absolute majority of the votes cast.

14.3 Blank votes shall be deemed not to have been cast.

14.4 Votes concerning business matters shall occur in oral form and those involving persons shall be held in writing, unless the chairperson stipulates some other form of voting and none of those attending the meeting objects to this. Decision-making by acclamation shall be permissible, unless those entitled to vote require a poll.

14.5 An ordinary Member may exercise their right to vote with the aid of an electronic means of communication, provided that the Member can be identified, can take cognisance of the proceedings of the meeting directly, and can exercise their right to vote with the aid of that electronic means of communication. Furthermore, a Member must be able to participate in the deliberations with the aid of such electronic means of communication.

- 14.6 In the event that the votes are tied in the case of an election of persons, a new ballot shall be held in the same meeting. Subject to the provisions of the following sentence, should the votes be tied again, the relevant proposal shall be deemed to have been rejected. In the event that no one obtains an absolute majority of the votes cast in a ballot involving more than two (2) people, a new ballot shall be held between the two (2) people who have obtained the largest number of votes, where necessary after an interim vote and/or by drawing lots. Where the votes tie in relation to a proposal other than any mentioned above in this clause, the relevant proposal shall be deemed to have been rejected.
- 14.7 Provided that this occurs unanimously and as long as all of the ordinary Members who are entitled to vote are present or represented in a general meeting, a valid resolution may be adopted concerning any matter arising even if no notice of meeting has been issued or this has not occurred in the stipulated manner, or in the event that any other rule relating to convening and holding meetings or any associated formality has not been observed.
- 14.8 The unanimous adoption of a resolution by all of the Members who are entitled to vote, even where they are not present in a meeting, shall have the same status as a resolution adopted by the General Meeting, provided that it has been adopted with the Executive Committee's prior knowledge.

## Article 15

### Financial year, Executive Committee's report, rendering account and audit committee

- 15.1 The association's financial year shall coincide with the calendar year.
- 15.2 The Executive Committee shall have a duty to keep administrative records of the association's financial position in such a way that it is possible to know what its rights and duties are at all times.
- 15.3 Every year the Executive Committee shall prepare a budget for the next financial year and shall present it to the General Meeting for its approval in a timely fashion before the end of the financial year.
- 15.4 During the annual meeting the Committee shall present its report and shall render account for its managerial duties over the past financial year while also presenting a balance sheet and a statement of income and expenditure. These documents shall be signed by all of the Executive Committee Members. Where the signature of one or more directors is missing, this shall be stated along with the reasons for it.
- 15.5 In the event that no report is issued to the General Meeting by an auditor referred to in Article 2:393(1) of the Civil Code as to whether the documents referred to in the foregoing clause are true and fair, every year the General Meeting shall appoint a committee (the '**Audit Committee**') comprising no less than two (2) of the Members, who may not constitute part of the Executive Committee. The Audit Committee shall audit the Executive Committee's

accounts and report, and shall present the General Meeting with a report setting out its findings.

- 15.6 Where special accounting expertise is required for such an audit of the accounts and report, the Audit Committee may arrange for it to be assisted by an expert. The Executive Committee shall have a duty to provide the Audit Committee with any information which it requires, to show it the association's cash box and assets where required, and to allow it to inspect the association's books and other media.
- 15.7 The General Meeting may relieve the Audit Committee of its duties at any time but only by appointing another Audit Committee.

## Article 16

### **Amendment of this constitution**

- 16.1 This constitution of the association may only be amended pursuant to a resolution adopted by a General Meeting which has been convened by means of a notice stipulating that this constitution is to be amended subject to the provisions of Article 14(8).
- 16.2 Anyone who has called a General Meeting to consider a resolution to amend this constitution, must place a copy of the resolution containing the literal text of the proposed amendment(s) in a suitable place where it may be inspected by the Members from no less than five (5) days before the relevant meeting until the end of the day on which it is held.  
Furthermore, a copy as referred to above shall be sent to all of the ordinary Members.
- 16.3 No less than two thirds (2/3) of the number of votes cast in a meeting in which no less than two thirds (2/3) of the Members who are entitled to vote are present or represented shall be required to pass a resolution to amend this constitution. In the event that two thirds (2/3) of the Members who are entitled to vote are not present or represented, a second meeting shall be convened and held within four (4) weeks, in which a resolution such as that tabled during the previous meeting may be voted on irrespective of the number of Members present who are entitled to vote, provided that this occurs with a majority of no less than two thirds (2/3) of the votes cast.
- 16.4. An amendment of this constitution shall not come into effect until after it has been set out in a notarial deed. Every Executive Committee Member shall be entitled to sign the deed in their own right (or to arrange for this to be done).

## Article 17

### **Dissolution**

- 17.1 The association may be dissolved by means of a resolution adopted by the General Meeting. The provisions of Article 16(1), (2) and (3) shall apply *mutatis mutandis*.
- 17.2 After it has been dissolved, the association shall continue to exist in so far as this is required for the purposes of liquidating its assets.

The Executive Committee shall be responsible for its liquidation, unless the General Meeting appoints any other person(s) to serve as a liquidator when it decides in favour of liquidation.

- 17.3 The provisions of this constitution shall remain in effect as far as possible in the course of liquidation.
- 17.4 By means of the resolution referred to in the Clause (1) of this article, the General Meeting shall decide on the appropriation of any net balance and shall do so as far as possible in accordance with the association's objects. Nevertheless, such credit balance may be allocated to a different purpose upon the adoption of a resolution in favour of dissolution.
- 17.5. After the association's liquidation, its books, records and other media shall be kept by a person designated by the liquidators for seven (7) years.

### Article 18

#### **Regulations**

- 18.1 The General Meeting may adopt one (1) or more sets of regulations to govern any matter for which this constitution has not provided or not completely so.
- 18.2 Such regulations may not be contrary to the law or this constitution.
- 18.3 The General Meeting shall at all times be entitled to amend or revoke any regulations.
- 18.4 The provisions of Article 16(1), (2) and (3) of the article shall apply *mutatis mutandis* in respect of any resolution to adopt, amend or revoke regulations.

### Article 19

#### **Unforeseen situations**

The Executive Committee may rule on any situation that is not provided for in the law and this constitution.

The following have been appointed to serve as executive committee members for a term of one (1) year:

- Mr Rembrandt Cornelis Hoogendijk, who was born on the ninth day of October nineteen hundred and seventy;
- Ms Kristina Eva Müller, who was born on the eleventh day of June nineteen hundred and fifty-seven;
- Mr Denis James Martin, who was born on the sixteenth day of September nineteen hundred and sixty-four;
- Mr Joseph McVeigh, who was born on the tenth day of December nineteen hundred and sixty-two.