Stichting Cranio Research Foundation

Unofficial English Translation of the Statutes

Disclaimer. This is an unofficial English translation of the Dutch deed of incorporation of Stichting Cranio Research Foundation, including its articles of association. In case of any discrepancy or interpretation issue, the original Dutch version prevails and is legally binding.

Scope of this public translation. This document translates the substantive statutes of Stichting Cranio Research Foundation. It does not reproduce personal identification details, signatures or notarial formalities from the original deed, except where needed to understand the legal context.

Original deed date: 5 May 2026

ARTICLE 1. DEFINITIONS

In these statutes, the following terms shall have the following meanings:

a. the board: the board of the foundation;

b. a board member: a member of the board;

c. Dutch Civil Code: the Dutch Civil Code;

d. annual accounts: the balance sheet and statement of income and expenditure;

e. in writing: by means of a registered or non-registered letter, fax, bailiff's notification, email or message transmitted by another generally accepted means of communication and capable of being recorded in writing, whereby the identity of the sender can be established;

f. conflict of interest: a direct or indirect personal interest that conflicts with the interest of the foundation. This shall in any event be deemed to exist if the foundation intends to enter into a transaction with a board member, his or her spouse or partner, or a blood relative or relative by marriage up to the second degree of a board member, or with a legal entity or partnership in which one of the aforementioned persons directly or indirectly holds a material financial interest.

ARTICLE 2. NAME AND SEAT

2.1 The foundation bears the name: Stichting Cranio Research Foundation.

2.2 The foundation has its registered seat in the municipality of Eindhoven.

ARTICLE 3. OBJECT

3.1 The object of the foundation is to promote, initiate and finance independent scientific research into craniosacral therapy in all its approaches and forms of application.

3.2 The foundation seeks to achieve this object nationally and internationally by:

a. establishing and maintaining an interdisciplinary platform, network and knowledge centre;

b. organising and supporting knowledge development and knowledge sharing, including through conferences, symposia, publications, educational activities and collaborations;

c. raising, managing and spending funds, including subsidies, sponsorships, grants and project funding.

3.3 The object of the foundation does not include making distributions to founders, board members or third parties, unless such distributions have an idealistic or social purpose and directly contribute to the achievement of the foundation's object.

3.4 The foundation has no profit motive. Any income shall be used exclusively for the achievement of the foundation's object.

ARTICLE 4. ASSETS

4.1 The assets intended for the achievement of the foundation's object shall be formed by:

a. subsidies, gifts and donations;

b. assets acquired by inheritance or legacy;

c. income from assets and other income;

d. proceeds from the foundation's activities; and

e. assets acquired in any other manner.

4.2 Inheritances may only be accepted under the benefit of inventory.

4.3 Gifts, legacies and benefits subject to obligations shall only be accepted pursuant to a resolution of the board.

4.4 The foundation shall not hold more assets than are reasonably necessary for the continuity of the planned activities in furtherance of the foundation's object.

4.5 Neither a natural person nor a legal entity may dispose of the foundation's assets as if they were his, her or its own assets.

ARTICLE 5. BOARD: COMPOSITION, APPOINTMENT AND DISMISSAL

5.1 The board shall consist of at least two (2) and no more than four (4) board members, to be determined by the board. Only natural persons may be appointed as board members.

5.2 Board members shall be appointed by the board. Vacancies shall be filled as soon as possible.

5.3 The resolution to appoint board members shall be adopted by an absolute majority of the votes of the board members.

5.4 The board shall appoint from among its members a chair and a secretary. The board may also appoint from among its members a treasurer. The functions of secretary and treasurer may be performed by one (1) person.

5.5 A board member may be suspended and dismissed by the board. A suspension may be extended one or more times, but may not last longer than three (3) months in total. If no decision has been made on lifting the suspension after that period has expired, the suspension shall end. A resolution to suspend or dismiss a board member must be adopted by the other board members by a majority of at least two-thirds (2/3) of the valid votes cast in a meeting in which all other board members are present or represented. This method of dismissal is possible only if the number of other board members is at least two (2).

5.6 If the number of board members falls below the minimum number and the vacancy or vacancies are not filled within a reasonable period, or if the entire board is absent, the court may appoint a board member at the request of an interested party or upon application by the Public Prosecution Service.

5.7 A board member shall cease to hold office:

a. upon death;

b. if he or she is declared bankrupt, is granted a suspension of payments, or is granted debt restructuring under the law;

c. upon loss of free control over his or her assets;

d. by resignation;

e. by dismissal by the court pursuant to article 2:298 of the Dutch Civil Code;

f. by dismissal by the board.

5.8 Vacancies shall be filled as soon as possible. As long as at least one (1) board member remains in office, a board that is not fully constituted shall retain its powers.

5.9 Board members shall receive no remuneration for their activities. Reimbursement of actually incurred and reasonably necessary expenses may take place, provided that such expenses are sufficiently specified and substantiated.

ARTICLE 6. BOARD: DUTIES AND POWERS. SCIENTIFIC ADVISORY COUNCIL

6.1 The board is charged with managing the foundation.

6.2 The board is authorised to resolve to enter into agreements for the acquisition, disposal and encumbrance of registered property. The board is not authorised to enter into agreements whereby the foundation binds itself as surety or jointly and severally liable co-debtor, guarantees performance by a third party, or undertakes to provide security for the debt of another.

6.3 In performing their duties, the board members shall be guided by the interest of the foundation and the enterprise or organisation connected with it.

6.4 The board shall not accept contributions or other forms of funding if, in its opinion, these are contrary to the object, independence or integrity of the foundation.

6.5 The board shall ensure independent, careful and transparent decision-making in the allocation of funds and in other decisions related to the achievement of the foundation's object.

6.6 The foundation shall not allocate financial resources to a board member, nor to a legal entity or partnership in which a board member has a direct or indirect material financial interest. If a board member has a direct or indirect material financial interest in a funding application, he or she shall not participate in the deliberation and decision-making in that regard. If, as a result, no board resolution can be adopted, the resolution shall nevertheless be adopted by the board, with a written record of the considerations underlying the resolution.

6.7 The board may establish a Scientific Advisory Council. The composition, duties and working method of the Advisory Council shall be laid down in regulations by the board if and insofar as not provided for in these statutes.

6.8 The members of the Scientific Advisory Council shall be appointed and dismissed by the board. Members of the Scientific Advisory Council may not be members of the board.

A member of the Scientific Advisory Council shall cease to hold office:

a. upon death;

b. upon loss of free control over his or her assets;

c. by resignation;

d. by resignation due to the expiry of the period for which he or she was appointed;

e. by joining the board;

f. by dismissal by the board.

ARTICLE 7. BOARD: REPRESENTATION

7.1 The foundation shall be represented by the board.

7.2 The authority to represent the foundation shall also be vested in two board members acting jointly.

7.3 The board may decide to grant a power of attorney to one or more persons to represent the foundation within the limits of that power of attorney.

ARTICLE 8. BOARD: DECISION-MAKING

8.1 Board meetings shall be held whenever a board member convenes a board meeting, but at least once (1) per year.

8.2 Each board member is authorised to convene a board meeting, in writing and stating the subjects to be discussed, with at least seven (7) days' notice. If the meeting was not convened in writing, if subjects are discussed that were not mentioned in the notice, or if the meeting was convened with less than seven (7) days' notice, decision-making shall nevertheless be possible provided that the full board is present and none of the board members objects to such decision-making.

8.3 Board meetings shall be held at a place to be determined by the person convening the meeting.

8.4 Board members and those admitted by the board members present at the meeting shall have access to the meetings. A board member may be represented at a meeting by a fellow board member authorised in writing for that purpose. A board member may represent no more than one (1) fellow board member at a meeting.

8.5 Meetings shall be chaired by the chair. If no chair has been appointed, or in the chair's absence, the secretary shall act as chair. If no secretary has been appointed, or in the secretary's absence, a chair shall be appointed at the meeting.

8.6 Each board member shall have one (1) vote. All resolutions for which these statutes do not provide otherwise shall be adopted by an absolute majority of the votes cast. Blank and invalid votes shall be deemed not to have been cast. If votes are tied in an election of persons, lots shall be drawn. If votes are tied in any other vote, the proposal shall be rejected.

8.7 All voting shall take place orally. However, the chair may determine that votes shall be cast in writing. In an election of persons, any voting person present may also require that votes be cast in writing. Written voting shall take place by means of unsigned ballot papers.

8.8 The opinion expressed at the meeting by the chair of the meeting regarding the result of a vote shall be decisive. The same applies to the content of an adopted resolution insofar as the vote concerned a proposal that had not been recorded in writing. However, if the correctness of that opinion is disputed immediately after it is expressed, a new vote shall take place if the majority of the board members present at the meeting so requires, or, if the original vote was not taken by roll call or in writing, if a board member present at the meeting so requires. The legal consequences of the original vote shall lapse as a result of this new vote.

8.9 Minutes shall be taken of the proceedings at the meeting by a person designated for that purpose by the chair of the meeting. These minutes shall be adopted at the same or the next meeting and, as evidence thereof, signed by the chair and the person taking the minutes.

8.10 The board may meet by telephone or videoconference, provided that each board member participating in such meeting can at all times hear the other board members participating in the meeting and can also be heard by them. Such board member shall be deemed to be present at such meeting, to participate in it and to be able to cast votes as if he or she were personally present at such meeting.

8.11 Board resolutions may also be adopted outside a meeting, in writing or otherwise, provided that the relevant proposal has been submitted to all board members in office and none of them objects to the relevant method of decision-making. If a resolution outside a meeting is not adopted in writing, a report shall be prepared by the chair of the board or by a board member designated by the chair, and shall be signed by the chair and one (1) of the other board members. Written decision-making shall take place by means of written statements from all board members in office.

8.12 If a board member has a possible conflict of interest, he or she shall immediately notify the other board members. A board member shall not participate in deliberation and decision-making if he or she has a conflict of interest in that regard. If, as a result, no board resolution can be adopted, the resolution shall nevertheless be adopted by the board, with a written record of the considerations underlying the resolution.

8.13 In the event of the absence or inability to act of a board member, the remaining board members shall be temporarily charged with managing the foundation. In the event of the absence or inability to act of all board members, the foundation shall be temporarily managed by one or more other persons designated for that purpose annually by the board during the annual meeting.

8.14 Inability to act means:

a. suspension;

b. illness;

c. long-term stay abroad; and

d. unavailability,

in the cases under b, c and d where, for a period of two (2) weeks, there has been no possibility of contact with or on behalf of the foundation.

8.15 The working language of the board shall be English or Dutch. Minutes, reports and other board documents shall be drawn up in English, unless the board decides otherwise.

8.16 The board shall prepare a policy plan that provides insight into the activities to be carried out by the foundation in order to achieve its object, the manner in which income is acquired, the management of the assets and the expenditure thereof. The policy plan shall be updated regularly.

ARTICLE 9. FINANCIAL YEAR AND ANNUAL DOCUMENTS

9.1 The financial year of the foundation shall be the calendar year.

9.2 The board is obliged to keep records of the foundation's financial position and of everything concerning the foundation's activities, in accordance with the requirements arising from those activities, and to keep the books, documents and other data carriers belonging thereto in such a manner that the rights and obligations of the foundation can be known at all times.

9.3 The board is obliged annually, within six (6) months after the end of the financial year, to prepare and put in writing a balance sheet and a statement of income and expenditure of the foundation.

9.4 Before adopting the documents referred to in article 9.3, the board may have them examined by an accountant appointed by the board. The accountant shall report on the examination to the board.

9.5 The board is obliged to retain the books, documents and other data carriers referred to in this article 9 for seven years, without prejudice to the provisions of article 9.6 below.

9.6 Data stored on a data carrier, with the exception of the balance sheet and statement of income and expenditure recorded on paper, may be transferred to and stored on another data carrier, provided that the transfer is carried out with a correct and complete reproduction of the data and that these data remain available throughout the entire retention period and can be made readable within a reasonable time.

ARTICLE 10. DONORS

10.1 Donors are natural persons or legal entities that financially support the foundation.

10.2 Donors determine the amount and frequency of their contribution themselves. The board shall not set mandatory minimum or fixed contributions, but may, if desired, communicate non-binding indicative amounts or suggestions.

10.3 The relationship between the foundation and a donor may be terminated at any time by mutual written notice. Contributions that have already been voluntarily pledged shall remain due insofar as they relate to an obligation already entered into.

10.4 Donor status does not confer any control within the foundation and does not create any rights or obligations other than those arising from these statutes.

10.5 The board is authorised to refuse an offered contribution if there are well-founded reasons for doing so.

ARTICLE 11. AMENDMENT OF THE STATUTES

11.1 The board is authorised to amend the statutes.

11.2 A resolution of the board to amend the statutes may only be adopted by a majority of at least two-thirds of the votes cast in a meeting in which all board members are present or represented. If not all board members are present or represented at a first meeting, a second meeting shall be convened, at which the resolution to amend the statutes may be adopted by a majority of at least two-thirds of the votes cast, provided that at least the majority of the total number of appointed board members votes in favour of the resolution.

11.3 The notice convening the meeting at which a proposal to amend the statutes will be made must always state this. A copy of the proposal, containing the literal text of the proposed amendment, must also be attached to the notice. In this case, the notice period shall be at least two (2) weeks.

11.4 An amendment to the statutes shall only take effect after a notarial deed has been executed. Each board member is authorised to execute or arrange for the execution of that deed.

11.5 The provisions of this article shall apply mutatis mutandis to a resolution for a legal merger or legal division.

ARTICLE 12. REGULATIONS

12.1 The board may adopt one or more regulations, including on:

a. cooperation agreements with educational institutions, research institutes and other organisations;

b. the establishment and working method of advisory bodies;

c. access to and use of the foundation’s facilities and services;

d. other matters for which, in the opinion of the board, the law or these statutes do not provide, or do not fully provide.

12.2 Regulations may not conflict with the law or the statutes.

ARTICLE 13. DISSOLUTION AND LIQUIDATION

13.1 The board is authorised to dissolve the foundation.

13.2 The provisions of article 11.2 shall apply mutatis mutandis to the board’s resolution to dissolve the foundation.

13.3 The board shall be charged with the liquidation, unless the board appoints a liquidator in the resolution to dissolve the foundation.

13.4 The liquidator shall notify the registers in which the foundation is registered of the dissolution.

13.5 The board shall determine the allocation of any positive liquidation balance, on the understanding that such balance shall be used for the benefit of a non-profit legal entity with an object similar or related to that of the foundation.

13.6 After dissolution, the foundation shall continue to exist insofar as this is necessary for the liquidation of its assets. During the liquidation, the provisions of these statutes shall remain in force as much as possible. In documents and announcements issued by the foundation, the words “in liquidation” must be added to the foundation’s name.

13.7 The foundation shall cease to exist at the time when no assets known to it or to the liquidator remain. The liquidator shall notify the registers in which the foundation is registered of the end of the foundation’s existence.

13.8 After completion of the liquidation, the books and documents of the dissolved foundation shall remain in the custody of the person designated by the liquidator for the statutory period. Within eight (8) days after his or her custodial obligation commences, the designated custodian must report his or her name and address to the registers in which the dissolved foundation was registered.

ARTICLE 14. FINAL PROVISION

In all cases not provided for by the law, these statutes or regulations, the board shall decide.

TRANSITIONAL ARTICLE

The first financial year of the foundation shall end on thirty-one December two thousand twenty-seven. This article shall lapse after the end of the first financial year.

INITIAL BOARD APPOINTMENT

According to the closing statement of the deed, the founder was appointed as the first board member and chair. In accordance with article 5.1, a second board member shall be appointed as soon as possible.