



DEED OF  
AMENDMENT OF  
ARTICLES OF  
ASSOCIATION OF A  
SOCIETY UNDER  
DUTCH LAW  
AKN/bg  
2014.002801.01  
rep.nr :

This eleventh day of July two thousand and seventeen, there appeared before me, *mr.* Albert --  
Kraster, civil-law notary practising in Groningen [the Netherlands]:-----

1. mister Alain Daniël Dekker, residing at Groningen

and

2. mister Peter Paul De Deyn, residing at Antwerpen

acting in this matter as treasurer respectively board member of the executive board and in that -  
capacity representing the Trisomy 21 Research Society., a society (*vereniging*) established -----  
under the laws of the Netherlands, having its registered office in the municipality of Groningen --  
and its principal place of business over there at Hanzeplein 1 (9713 GZ), listed in the trade -----  
register under number 60501162, hereinafter referred to as "**the society**".-----

The person appearing declared:-----

The society was incorporated by deed of incorporation executed on the seventeenth day of April  
two thousand fourteen, before me, civil-law notary, the articles of associations have not been ---  
amended ever since.-----

The Governing Counsel of the society has decided to amend the articles of association entirely  
and to grant power of attorney to the President of the society to sign this notary deed of -----  
amendment of the articles of association, as evidenced by the minutes of its meeting held on ---  
the tenth day of June two thousand seventeen, attached to this deed.-----

Subsequently the person appearing declared that after applying the amendments, the articles of  
association are as follows:-----

#### ARTICLES OF ASSOCIATION-----

#### DEFINITIONS-----

1. For the purpose of the articles of association:-----
  - a. Public Benefit Organisation means: a public benefit organisation (*algemeen nut -----  
beogende instelling*) as referred to in article 5b of the Dutch General Law on State ----  
Taxes (*Algemene wet inzake rijksbelastingen*) and that is designated as such by the --  
authorized organ of the Dutch government;-----
  - b. General Assembly means: the organ of the society that is formed by the voting -----



- members of the society, as well as every meeting of the voting members;-----
- c. Executive Board means: the board of the society in the sense of Book 2 of the Dutch - Civil Code;-----
  - d. society means: the legal person to which these articles of association apply.-----
2. The term "Written" or "In Writing" shall also mean: by e-mail, by fax machine or by any ----- other form of telecommunication that is capable of transmitting written text readable and --- reproducible.-----

Name and statutory seat-----

Article 1-----

- 1. The society bears the name: **Trisomy 21 Research Society**, abbreviated as "T21RS".-----
- 2. Its statutory seat is in the Netherlands, in the municipality of Groningen.-----

Objects-----

Article 2-----

- 1. The society is a non-profit scientific organisation, for the promotion of research on Down --- Syndrome, in the broadest sense of the word.-----
- 2. For this purpose the society aims:-----
  - a. to facilitate the interaction between scientists by holding scientific meetings and by any other appropriate means;-----
  - b. to promote education and training of young researchers (students, PhD students and - postdoctoral researchers) interested in Down Syndrome, in the broadest sense of the - word;-----
  - c. to promote the understanding of, and involvement in Down Syndrome research among the general public;-----
  - d. to promote the interactions between scientists and patient and family associations in -- the broadest sense of the word.-----
  - e. to promote the interactions between scientists and (pharmaceutical) industries, in the - broadest sense of the word.-----

Duration-----

Article 3-----

The society was founded for an indefinite period of time.-----

Membership-----

Article 4-----

- 1. The members of the society are:-----
  - a. Members, being natural persons who are working or studying in the field of research -- and/or health care in connection with Down Syndrome. Members pay an annual -----



- membership fee (*contributie*), in accordance with article 7, and are entitled to vote in --  
the General Assembly, in accordance with article 7.-----
- b. Associated Members, being legal entities with an interest for or an affinity with -----  
(research on) Down Syndrome and with which the society wishes to enter into a -----  
relation that will benefit the aims of the society. Associated Members pay an annual ---  
fee (*bijdrage*) to be agreed between the society and the Associated Member and are --  
entitled to attend the General Assembly. Associated Members do not have voting -----  
rights in the General Assembly.-----  
Each Associated Member, shall appoint a natural person as legal representative, who  
will represent the Associated Member towards the society.-----
  - c. Honorary Members, being those Members that are appointed as Honorary Member by  
the General Assembly, on recommendation of the Executive Board. Honorary -----  
Members shall be exempt from paying the annual membership fee (*contributie*) and ---  
are entitled to attend the General Assembly, but have no voting rights in the General --  
Assembly.-----
2. A membership is personal and may not be transferred or obtained by succession, except --  
with the consent of the Executive Board.-----

Admission-----

Article 5-----

- 1. The Executive Board decides about the admission of the Members and the Associated ----  
Members.-----
- 2. If a person is not admitted as a Member or Associated Member, the General Assembly ----  
may as yet resolve to admit this person.-----

Termination of the membership-----

Article 6-----

- 1. Membership of the society ends:-----
  - a. on a member's death, in case of a natural person;-----
  - b. on a member's dissolution, in case of a legal entity; -----
  - c. on termination by the member;-----
  - d. on termination by the society. This may occur if a member ceases to meet the -----  
requirements of membership as laid down in the articles of association, if he fails to ---  
fulfill his obligations towards the society and also if it cannot in all reasonableness be -  
required of the society that it continues the membership;-----
  - e. on disqualification. Disqualification from membership may only be pronounced if a ----  
member acts contrary to the society's articles of association, standing orders or -----



- resolutions, or treats the society unreasonably.-----
2. Termination by the society is effected by the Executive Board.-----
  3. The membership may only be terminated by the member or the society taking effect from -- the end of a financial year and subject to at least a four weeks' notice. Furthermore the ---- membership may be terminated with immediate effect if the society or the member can not be required in reason to allow the membership to continue.-----
  4. In case the notice period of the preceding paragraph was not observed upon termination, -- the membership will end on the earliest permitted date following the date of termination.----
  5. A member may terminate his membership with immediate effect within one month of ----- having been informed of a resolution to convert the society into another legal form or to ---- merge or divide the society within the meaning of Title 7, Book 2 of the Dutch Civil Code --- (*Burgerlijk Wetboek*).-----
  6. A member may also terminate his membership with immediate effect within one month of -- having become aware or having been informed of a resolution limiting his rights or ----- increasing his obligations towards the society. The resolution will in that case not apply to -- him. -----  
A member is not authorized to exclude a resolution applicable to him, which entails a ----- change to his financial rights and obligations, by terminating his membership.-----
  7. Disqualification from membership is effected by the Executive Board.-----
  8. In the event of a resolution that the membership be terminated by the society on the ----- grounds that a member has failed to fulfill his obligations towards the society and also that it cannot in all reasonableness be required of the society that it continues the membership -- and in the event of a resolution to disqualify the member, the person involved will be ----- entitled to appeal to the General Assembly within one month of having been informed of --- the resolution. He must to that end be informed of the resolution as soon as possible In ---- Writing, stating reasons. During the appeal period and pending the appeal, the member will be suspended, with the proviso, however, that the suspended member will have the right to account for his actions at the General Assembly at which the appeal referred to in this ----- paragraph is heard.-----
  9. If the membership ends in the course of a financial year, the annual contribution will ----- nevertheless still be due in full.-----

Annual contributions. Obligations-----

Article 7-----

1. The Members and the Associated Members will be obliged to pay an annual membership -- fee (*contributie*) respectively an annual fee (*bijdrage*), to be determined by the General ----



Assembly, following a proposal of the Executive Board. They may be placed in categories -  
for this purpose, with each category paying a different membership fee (*contributie*) -----  
respectively different fee (*bijdrage*).-----

2. In special cases, the Executive Board will be authorized to grant full or partial discharge ----  
from the obligation to pay a membership fee (*contributie*) respectively a fee (*bijdrage*).-----

General Assembly-----

Article 8-----

1. The Members together form the General Assembly, which is the highest body of the -----  
society.-----
2. The following members have access to the meetings of the General Assembly: the -----  
Members, Associated Members, Honorary Members as well as those which have been ----  
invited to attend by the Executive Board and/or the General Assembly.-----
3. Each Member has one vote in the General Assembly.-----
4. All resolutions for which the law or these articles of association do not prescribe a larger ---  
majority will be passed by absolute majority of the votes cast. In the event of an equality of  
votes, the motion will be rejected.-----
5. In a General Assembly resolutions may be passed, provided they are passed with -----  
unanimous votes of the Members present, on all matters coming up for discussion – with --  
the exception of a motion to amend the articles of association or to dissolve for which the --  
provisions of article 20 respectively article 21 apply – even if the meeting has not been ----  
convened in the prescribed manner or any other provisions for convening and holding -----  
meetings or related formalities have not been observed.-----
6. A Member may exercise its voting right by means of an electronic means of -----  
communication, provided that the voter can be identified through the electronic means of --  
communication, is able to acquaint himself of the discussions at the meeting and is able to  
exercise its voting right.-----  
The Executive Board may set conditions to the use of the electronic means of -----  
communication. These conditions are announced upon convocation.-----
7. A Member may exercise its voting rights by means of an electronic means of -----  
communication prior to the General Assembly, but not earlier than the thirtieth days prior to  
the meeting. A vote cast in this manner shall have equal effect as a vote cast during the ----  
meeting. A vote cast in this manner cannot be revoked.-----
8. A Member may cast his vote through another Member pursuant to a Written authorization.-

Article 9-----

1. The General Assembly will be convened by the Executive Board as often as the Executive



Board considers desirable or is obliged to do by virtue of the law, but at least once every --- year and may be held through electronic means if the Executive Board so wishes.-----

In the annual meeting among other things the following is discussed:-----

- a. the report of the Executive Board regarding the past financial year;-----
- b. the proposal to approve or disprove the financial statements for the past financial year;
- c. the proposal to grant discharge to the Executive Board;-----
- d. the appointment of the members of the audit committee for the new financial year;-----
- e. the appointment of members of the Executive Board in case there are any vacancies - in the Executive Board; and-----
- f. proposals of the Executive Board or the Members, as announced at the convening of - the meeting.-----

2. At the Written request of at least one/tenth of the number of Members, the Executive Board will be obliged to convene the General Assembly.-----

3. The General Assembly will be convened by Written notice to the Members within a term of at least a month.-----

The notice convening the General Assembly will state the items to be discussed.-----

4. General Assemblies are chaired by the President of the society or his deputy. If the ----- President and his deputy are absent, one of the other members of the Executive Board, to be appointed by the Executive Board, will act as chairman. If it is also not possible to ----- appoint a chairman in this manner, the meeting will appoint its own chairman. Until that ---- time the temporary chairman will be the oldest person present at the meeting.-----

5. Minutes must be taken of the proceedings at each meeting by the Secretary or another ---- person to be appointed for this purpose by the chairman and the minutes must be adopted and signed by the chairman and secretary. Those convening the meeting may have a ---- record drawn up of the proceedings. The contents of the minutes or of the record must be - made known to the members.-----

Executive Board-----

Article 10 -----

The Executive Board consists of:-----

- the President;-----
- the Secretary;-----
- the Treasurer;-----
- the chairman of the Programme Committee;-----
- the chairman of the Committee for Science and Society;-----
- the chairman of the Committee for Sponsoring;-----



- the chairman of the Committee for Education and Training;-----
- the chairman of the Committee for Preclinical Research;-----
- the chairman of the Committee for Clinical Research.-----

President, Secretary, Treasurer-----

Article 11-----

1. The members of the Executive Board are appointed from among the Members of the -----  
society.-----
2. Every two (2) year the President Elect, which was elected in accordance with paragraph 3 -  
and as such, notwithstanding the provision of paragraph 10, already has functioned as ----  
President Elect for two (2) years, is appointed as President.-----
3. At least every two (2) years a new President Elect is elected.-----  
The President Elect, will be in office for a term of six years maximum, in which term the ----  
President Elect will function: -----
  - as President Elect in the first and second year of his term in office;-----
  - as President in the third and fourth year of his term in office, in which function he will --  
manage the society professionally;-----
  - as Former President in the fifth and sixth year of his term in office.-----Following the term in office the President Elect cannot be reappointed as President Elect.--
4. At least every six (6) years the Secretary, the Treasurer and the chairmen of the standing --  
committees as referred to in article 16 paragraph 4 will be elected for a term of six (6) years  
at the most after which they can be reelected directly.-----
5. Unless this is reasonably impossible, only a Member that speaks the Dutch language and -  
is living in the Netherlands or Belgium may be appointed as Treasurer.-----
6. The election of the President Elect, as referred to in paragraph 2, of the Secretary, the -----  
Treasurer and the chairmen of the standing committees, as referred to in paragraph 4, -----  
takes place from a binding list of one or more candidates, subject to the provisions of -----  
paragraph 7 of this article. Candidates may be nominated by the Executive Board as well --  
as by one / tenth or more of the Members. The Executive Board's list of candidates must --  
be made known in the notice convening the meeting. A nomination by one / tenth or more -  
of the Members must be submitted to the Executive Board In Writing prior to -----  
commencement of the meeting.-----
7. The binding nature of any nomination may be removed pursuant to a resolution of the -----  
General Assembly passed by at least two-thirds of the votes cast at a meeting at which at -  
least two-thirds of the Members are represented.-----
8. If no nominations are presented or if the General Assembly resolves, in accordance with ---



the preceding paragraph, to remove the binding nature of the prepared list of candidates, --  
the General Assembly will be free to choose the members of the Executive Board.-----

9. If there is more than one binding nomination, one of these candidates must be appointed.--
10. In the event that a vacancy for the position of President arises before the end of a term, the current President Elect will immediately act as President and continue to do so until the ---- end of the current term of the President and subsequently for the term for which he has ---- been elected.-----
11. In the event that a vacancy for the position of President Elect, Secretary, Treasurer or the - chairmen of the standing committees, as referred to in article 16 paragraph 4, arises before the end of a term, which vacancy is a result of a passing, dismissing, suspending, ----- retirement or another cause, other than as a result of the forgoing paragraph 10, the ----- vacancy will be filled as soon as possible by appointing by the General Assembly from the . candidates nominated by the Executive Board or nominated by one / tenth or more of the -- Members. The then appointed President Elect, Secretary, Treasurer respectively the ----- chairmen of the standing committees, as referred to in article 16 paragraph 4, will act ----- immediately and continue to do so until the end of the current term of his predecessor.-----

Termination of membership of the Executive Board. Retirement by rotation. Suspension.-----

Article 12-----

1. Any member of the Executive Board as well as the President Elect and the Former ----- President, also if he has been appointed for a definite period of time, may be dismissed or . suspended by the General Assembly at any time. A suspension that is not followed by a --- resolution to dismiss within three months will end by the expiry of this period.-----
2. Membership of the Executive Board will also end:-----
  - a. in case a member of the Executive Board is no longer also a Member of the society;--
  - b. on retirement from the Executive Board.-----

Meetings of the Executive Board. Resolutions of the Executive Board.-----

Article 13-----

1. The Executive Boards gathers in a meeting as often as it deems to be necessary.-----
2. Minutes must be taken of the proceedings at each meeting by the Secretary and adopted -- by the Executive Board at the next meeting by separate item on the agenda.-----
3. Instead of at a meeting, resolutions of the Executive Board may also be passed In Writing, provided they are passed unanimously by all the members of the Executive Board.-----
4. Further rules concerning the meetings of and passing of resolutions by the Executive ----- Board may be laid down in standing orders.-----

Duties of the Executive Board. Representation. Board Regulations (bestuursreglement).-----





Article 14-----

1. Subject to the restrictions of the articles of association, the Executive Board will be ----- responsible for the management of the society.-----
2. If the number of members of the Executive Board falls below three, the Executive Board --- will still be competent. The Executive Board will, however, be obliged to convene a General Assembly as soon as possible at which the filling of the vacancy or vacancies must be ----- discussed.-----
3. The Executive Board will be authorized to have certain parts of its duties performed under - its responsibility by committees appointed by the Executive Board.-----
4. Provided it has the General Assembly's approval, the Executive Board will be authorized to decide to conclude agreements to acquire, dispose of and encumber property subject to --- registration and to conclude agreements in which the society binds itself as surety or joint - and several debtor, warrants performance by a third party or provides security for a debt of a third party and it will be authorized to represent the society in these acts. ----- The absence of this approval of the General Assembly can be invoked against third parties.
5. The General Assembly will be authorized to subject resolutions of the Executive Board to -- its approval. The Executive Board must be informed of these resolutions In Writing, with a - clear description.-----
6. Without prejudice to the provisions of paragraph 4 of this article, the society is represented by the Executive Board. The authority to represent the society also resides with two ----- members of the Executive Board jointly in accordance board regulations and/or adopted --- budget and only for the purpose of implementing a board resolution.-----

Advisory Board-----

Article 15-----

1. The society may decide to set up an Advisory Board.-----
2. The members of the Advisory Board will be elected, suspended and/or removed by the ---- General Assembly.-----
3. The Advisory Board will assist the Executive Board with solicited and unsolicited advice ---- and is entitled to attend meetings of the Executive Board and the General Assembly. The - Advisory Board does not have no voting rights, which does not affect the fact that members of the Advisory Board are entitled to vote on account of their possible individual ----- membership of the society.-----

Committees-----

Article 16-----

1. The society may establish committees for the performance of certain activities.-----



2. The society has at least the following standing committees:-----
- Programme Committee;-----
  - Committee for Science and Society;-----
  - Committee for Sponsoring;-----
  - Committee for Education and Training;-----
  - Committee for Preclinical Research;-----
  - Committee for Clinical Research.-----

3. The standing committees consist at least of a chairman and one (1) Member and will be --- established by the General Assembly, which will also set their tasks and powers. A ----- standing committee will report to the General Assembly and to the Executive Board.-----

4. Committees, not being standing committees, will be established by the Executive Board, --- which will also set their tasks and powers. The Executive Board will inform the General ---- Assembly of the establishment of such a committee. A committee as referred to will report . to the Executive Board.-----

5. A committee as referred to in paragraph 4 may be dissolved by the Executive Board.-----

Regulations-----

Article 17-----

1. The General Assembly may lay down and modify one or more regulations, which regulate - issues which these articles of association do not or not entirely provide for.-----
2. Regulations may not contain any provisions which conflict with the laws of the Netherlands or with these articles of association.-----
3. A motion to lay down or modify regulations may be made by the Executive Board.-----

Financial means; sponsorship contracts; donors-----

Article 18-----

1. The financial means of a society will be obtained from membership fees (*contributie*), fees . (*bijdrage*) as well as from gifts and all other benefits which legally accrue to the society, ---- insofar as they do not violate the principles or are inconvenient to the realisation of the ---- objects of the society.-----
2. The Executive Board is authorized to enter into sponsorship contracts with legal entities --- which it has designated.-----
3. The society is authorized to receive charitable donations from third-parties (donors), ----- provided that these charitable donations were made without any conditions attached ----- thereto.-----

Executive Board Report; Annual report-----

Article 19-----



1. The society's financial year coincides with the calendar year.-----
2. The Executive Board will be obliged to keep records of the society's financial position and -  
of everything concerning the society's activities, in accordance with the requirements -----  
arising from these activities, and to keep the books, documents and other data carriers in --  
such a way that the society's rights and obligations can be known from them at any time.---
3. Within six months of the end of the financial year, except where this period has been -----  
extended by the General Assembly, the Executive Board must present an Executive Board  
report at a General Assembly on the course of events within the society and the policy -----  
pursued. -----  
It must submit the prepared balance sheet and the statement of income and expenditure, --  
with explanatory notes, to the General Assembly for approval. These documents must, in --  
accordance with the laws of the Netherlands be signed by all the members of the Executive  
Board; if any of their signatures is lacking, the reasons for this omission must be stated. ---  
After expiry of the period, any of the Members may claim fulfillment by the joint members of  
the Executive Board of these obligations at law.-----  
After the annual report has been approved by the General Assembly, the proposal to grant  
discharge to the Executive Board is made, for the account and accountability it made with -  
that.-----
4. Each year the General Assembly will appoint a audit committee from among the Members,  
consisting of a former treasurer and at least one (1) Member that is not a member of the ---  
Executive Board. The audit committee must audit the documents referred to in the second  
sentence of paragraph 3 of this article and must report its findings to the General -----  
Assembly. The Executive Board will be obliged to provide the audit committee, for the -----  
purposes of its audit, with all the information it requests, to show it the society's cash funds  
and assets if required, and to make the society's books, documents and other data carriers  
available to it for reference.-----
5. If the audit of the report requires specific accounting knowledge, the audit committee may -  
be assisted by an expert.-----
6. The audit committee's mandate may be withdrawn at any time by the General Assembly, --  
but only by appointing another audit committee.-----
7. The Executive Board will be obliged to keep the books, documents and other data carriers  
referred to in paragraphs 2 and 3 of this article for a period of seven years.-----

Amendment to the articles of association-----

Article 20-----

1. Without prejudice to the provisions of paragraphs 5 and 6 of article 8 no amendments may



be made to the articles of association of the society other than pursuant to a resolution of --  
the General Assembly, which must be convened by means of a notice specifying that -----  
amendments to the articles of association will be proposed at that meeting.-----

2. Those persons who have convened a General Assembly for the discussion of a motion to -  
amend the articles of association must make a copy of this motion, in which the proposed -  
amendment is set out verbatim, available for inspection by the Members in an appropriate -  
place from at least five days before the meeting until the end of the day on which the -----  
meeting is held.-----
3. A resolution to amend the articles of association requires at least two-thirds of the votes ----  
cast at a meeting at which at least half of the Members are present or represented. If less -  
than half of the Members are present or represented, a second meeting must be convened  
and held within four weeks of the first meeting, at which a resolution may be passed on the  
motion which was put forward at the first meeting irrespective of the number of Members ---  
present or represented, provided the resolution is passed by a majority of at least two-----  
thirds of the votes cast.-----
4. An amendment to the articles of association will not come into force until a notarial deed of  
it has been drawn up. Any member of the Executive Board is authorized to have such a ----  
deed executed.-----

Dissolution and winding-up-----

Article 21-----

1. The society may be dissolved pursuant to a resolution by the General Assembly. The -----  
provisions of paragraphs 1 and 3 of Article 20 apply *mutatis mutandis*.-----
2. Following dissolution of the society, its assets will be liquidated by the Executive Board. ----  
The Executive Board may resolve to appoint other persons as liquidators.-----
3. A positive liquidation balance of the dissolved society shall be spent for the benefit of an ---  
organization with the Public Benefit Organization (*algemeen nut beogende instelling*) status  
with similar objects as the objects of the society.-----
4. Following the liquidation, the books, documents and other data carriers of the dissolved ----  
society will remain in the custody of the person designated for this purpose by the -----  
liquidators for the period prescribed by law.-----
5. In all other respects, the provisions of Title 1, Book 2 of the Civil Code will apply to the ----  
liquidation.-----

**CONCLUSION**-----

The person appearing is known to me, civil-law notary, and the person appearing involved in ----  
this deed has proved his identity to me, civil-law notary, insofar as prescribed by law, by the -----



above-mentioned designated document.-----  
WHEREOF THIS DEED-----  
was executed in Groningen at the date written in the beginning of this deed.-----  
After the substance of this deed had been communicated and explained to the person -----  
appearing by me, civil-law notary, he stated that he had read and understood its contents timely  
before its execution and did not require the deed to be read out in full.-----  
Immediately following its limited reading, this deed was signed, first by the persons appearing --  
and subsequently by me, civil-law notary, at ten hour and forty minutes.-----  
(Follows signing)

The undersigned, mr. Albert Kraster, civil-law notary in Groningen, hereby states that this  
English translation is complete and to the best of his knowledge in accordance with the  
corresponding source text in the Dutch language, of which a copy is attached.

ISSUED AS TRUE COPY

