

MLD / 20231336
amendment of articles of association
Number of annexes: 2

Today, ***, appeared before me, Mr. Marèl Liesbeth Diane Baak, added notary, hereinafter referred to as: 'notary', authorised to pass deeds in the protocol of Jildien Willemijn Alice Kruitbosch, notary in Arnhem:

The person who appeared stated that:

- (A) **International Society of LowVision Research and Rehabilitation**, an association with full legal capacity having its registered office at Amsterdam, holding office at East Lane 4701, 21210-2336 Baltimore, Maryland, United States of America, registered in the Commercial Register at the Chamber of Commerce under number 40539171 with reference RSIN 819327979 (the "**Association**").
- (B) The articles of association were established by deed of incorporation past on April 18, nineteen hundred and ninety-six for Mr. M.A.J.C.M. van Agt, then notary in Rotterdam. Since then, the statutes have not been amended.
- (C) The general meeting on *** has decided to amend the association's articles of association.
- (D) The person who appeared by private deed of proxy was authorised to record the amendment of the articles of association by notarial deed.
- (E) Two (2) documents annexed to this Act (**Annexes 1 and 2**) show the notified decision to amend the articles of incorporation and the notified authorisation.

In implementation of the above, the person who appeared hereby declared to amend the articles of association with effect from today as follows:

ARTICLES OF INCORPORATION

Article 1

Definitions

- 1.1 For the purposes of the Articles of association, the following definitions shall apply:
- (a) "**General Assembly**": the General Assembly as an organ of the Association, as well as meetings of that organ;
 - (b) '**Board Member**': a Board Member of the association, within the meaning of Book 2 of the Civil Code;
 - (c) '**Board**': the board of the association, within the meaning of Book 2 of the Civil Code;
 - (d) "**Member**" or "**Members** ": a member or members of the association, within the meaning of Book 2 of the Civil Code.

- 1.2 For the purposes of these Articles, the term "in writing" shall also include: written communication by any electronic means of communication, including e-mail. In addition, with regard to the provisions of these articles of association, the requirement of written notice is met if the notification, communication, decision-making, power of attorney, vote or request is recorded electronically.
- 1.3 Unless it appears otherwise or is clearly intended otherwise, a reference to a concept or word in the singular also refers to the plural form of that concept or word and vice versa.
- 1.4 Unless it appears otherwise or is manifestly intended otherwise, all references to sex shall be deemed to be gender neutral and shall include all gender identities.

Article 2

Name, seat and purpose

- 2.1 The association shall bear the name:
International Society for Low Vision Research and Rehabilitation. This name can be abbreviated to ISLRR.
- 2.2 The association has its seat in the municipality of Amsterdam, The Netherlands.
- 2.3 The objectives of the association are:
 - a. stimulating scientific research in the field of low vision rehabilitation strategies.
 - b. promoting awareness and exchange of information in the field of rehabilitation of visually impaired people
- 2.4 In furtherance of its purposes, the Association shall have all the powers granted to non-profit organizations, including but not limited to the power to purchase or lease real estate and personal property, to enter into contracts for goods and services, and to employ persons to conduct the affairs of the Association.
- 2.5 The nature of the association is explicitly not political and/or religious.

Article 3

Members

- 3.1 Members are natural or legal persons who work or otherwise make a contribution for the rehabilitation of visually impaired people and have registered with the Board as a Member and have been admitted to the association as such by the Board.
- 3.2 No person may be refused membership of the Association on the grounds of sex, age, race, religion, national origin, sexual orientation or disability.
- 3.3 In the event of non-admission of a Member by the Board, the General Meeting may still decide on admission.
- 3.4 The Board shall keep a register containing the names and addresses of all Members. In the case of Members' legal entities, this register shall also

indicate who represents the Member on behalf of a Member's legal entity on the organs of the Association.

Article 4

End of Membership/Suspension

- 4.1 Membership ends:
- (a) by the death of the Member;
 - (b) by denunciation by the Member;
 - (c) by termination by the association;
 - (d) by dismay when the Member acts in violation of the statutes, regulations or a decision of the association, or unreasonably disadvantages the association;
 - (e) by the cessation of the existence of a Member legal person of the association.
- 4.2 Termination by the Member or by the association can only take place at the end of a financial year and with due observance of a notice period of at least four weeks.
- 4.3 Termination by the association can only take place if a Member has ceased to meet the requirements set out in these articles of association for membership and when the association cannot reasonably be required to continue membership.
- Denunciation shall be effected by the Board.
- 4.4 Denunciation shall be effected by the Board if the Member acts contrary to the articles of association, a regulation or a decision of the association, or unreasonably disadvantages the association.
- 4.5 If the membership ends in the course of a financial year, the annual contribution for the whole will nevertheless remain payable by the Member.
- 4.6 A member shall not be entitled to terminate his membership with immediate effect after he has been notified of a decision modifying his rights and obligations of a pecuniary nature.
- 4.7 The Board may suspend a Member if the Member acts or fails to act in violation of the statutes, regulations or decisions of the association or unreasonably disadvantages the association. The suspension shall lapse if the Board does not decide to disqualify, lift or maintain the suspension within three months from the date of entry into force of the suspension. A suspension may be extended for a maximum period of three months. A suspended Member may not exercise any of its membership rights during the suspension - with the exception of the meeting at which the suspension decision is considered, which the suspended Member may attend and in which the suspended Member may speak - but shall remain subject to its obligations arising from membership.

Article 5

Contribution

Each Member shall pay a periodical contribution to the Association, the amount of which shall be determined by the General Assembly on a proposal from the Board. Members may be divided into categories.

Article 6

Associates

- 6.1 The association can have associates (followers). They can make use of the activities of the association, including – but not limited to – receiving information in the field of rehabilitation of visually impaired people via, for example, newsletters or mailings, as well as attending courses and training courses (whether or not for a fee).
- 6.2 Associates must register as such with the Board, whether or not via the association's website.

Article 7

Governance, composition and appointment

- 7.1 The Board shall consist of at least five (5) persons from at least three (3) different countries.
Only Members or Board Members of Members-Legal Persons may be appointed as Board Members.
The number of Board Members shall be determined - by the General Assembly - taking into account the provisions of the preceding sentence.
- 7.2 Board Members are appointed by the General Assembly.
Board Members shall be appointed for a maximum period of four (4) years and shall resign in accordance with a resignation schedule to be drawn up by the Board. A Board Member who resigns according to the roster is immediately re-appointable for a maximum period of four (4) years.
- 7.3 The Board shall elect from among its members a president, a vice-president, a secretary and a treasurer. The functions of secretary and treasurer may also be performed by one person.
- 7.4 Candidates for a board seat can report to the Board as such. In the event of any vacancy, Members shall be informed of this in good time by the Board. The appointment of Board Members may be made on the basis of a binding nomination.
To draw up such a nomination are authorized both the Board and such number of Members as is authorized to cast at least one/tenth of the votes in the General Assembly.
The nomination of the Board shall be communicated at the convocation of the meeting. A nomination by the Members must be submitted in writing to the Board before the beginning of the meeting.
- 7.5 Any nomination may be withdrawn from its binding character by a decision of the General Assembly, taken by at least two-thirds of the votes cast, at a meeting at which at least two-thirds of the members are present or represented.

- 7.6 If no nomination has been made, or if the General Assembly decides to deprive the nominations made of their binding character in accordance with the preceding paragraph, the General Assembly is free to choose.

Article 8

Management, suspension, dismissal, impediment and absence

- 8.1 Board Members may be suspended and dismissed by the General Meeting at any time. With regard to the suspension, maintenance or lifting of the suspension or dismissal, the General Assembly shall decide by a majority of at least two-thirds of the votes cast. The Board Member concerned shall be given the opportunity to present himself or herself at a General Meeting. He may be assisted by a counsellor.
- 8.2 The suspension of a Board Member shall lapse if the General Meeting does not decide to dismiss, lift or maintain the suspension within three months of the date on which the suspension takes effect. A suspension may be maintained once for a maximum period of three months with effect from the date on which the decision to maintain the suspension was taken.
- 8.3 A Board Member shall:
- (a) by his death or in the case of a Member juridical person by ceasing to exist;
 - (b) by being placed under guardianship;
 - (c) by his voluntary resignation (thank you);
 - (d) by his dismissal by the court;
 - (e) by his resignation granted by the General Assembly;
 - (f) at the end of the appointment period without reappointment;
 - (g) because he is no longer a member of the association or is no longer a board member of a member legal person.
- 8.4 Vacancies will be filled as soon as possible. A non-full Board retains its powers.
- 8.5 In the event of the impediment or absence of a Board Member, the other Board Members or the only remaining Board Member shall be temporarily responsible for the management of the association. In the event of the impediment or absence of all Board Members or of the sole Board Member, the persons appointed or appointed by the General Meeting are temporarily responsible for the management of the association. The provisions of the articles of association concerning the Board and the Board Members shall apply to them by analogy. In addition, they shall convene as soon as possible a General Meeting at which a decision may be taken on the appointment of one or more Board Members.
- 8.6 For the purposes of this Article, the following definitions shall apply:
- (i) suspension;
 - (ii) disease;
 - (iii) unreachable,
- in the cases referred to in sub-paragraphs (ii) and (iii) without the possibility of contact between the Board Member and the Association having existed for a

period of seven (7) days, unless the General Meeting determines another period in such a case.

Article 9

Administrative authority

- 9.1 Subject to the restrictions laid down in the articles of association, the Board is responsible for the management of the association.
- 9.2 In the performance of their duties, the Board Members shall act in accordance with the interests of the Association and the organisation associated with it.
- 9.3 The Board is authorised, under its responsibility, to have certain parts of its task carried out by committees appointed by the Board.
- 9.4 The Board, after obtaining the approval of the General Meeting, is entitled to decide to enter into agreements for the acquisition, disposal and encumbrance of registered property and to enter into agreements in which the association undertakes as guarantor or joint and several debtor, advocates for a third party or undertakes to provide security for a debt of another.

Article 10

Governance, working method, conflicting interest

- 10.1 The Board shall meet as often as the President or one of the other Board Members deems appropriate.
- 10.2 Any non-suspended Board Member shall have access to the meeting of the Board and shall have the right to cast one vote in it.
- 10.3 A Board Member shall not participate in the deliberation and decision-making if he has a direct or indirect personal interest in doing so that is contrary to the interest referred to in paragraph 2 of Article 9. If no decision can be taken as a result, the decision is taken by the General Assembly.
- 10.4 Insofar as these statutes do not require a larger majority, all management decisions are taken by an absolute majority of the validly cast votes. The Board can only take valid decisions at the meeting if the majority of the voting Board Members are present or represented at the meeting.
- 10.5 A Board Member can participate in a meeting via an appropriate electronic meeting platform and is then considered to be present at a meeting in person. In addition, the entire Board may meet by this electronic platform. The condition for the provisions of the two previous sentences is that the Board Members participating in the meeting can be identified by electronic means of communication, can take direct note of the proceedings at the meeting and can exercise the right to vote. It is also required that the Board Member can participate in the deliberations via the electronic platform.
- 10.6 The Board may adopt regulations in which it further regulates its working methods. The regulations require the approval of the General Assembly.

Article 11

Representation

- 11.1 The Board represents the Association.
- 11.2 The power of representation also belongs to two Board Members acting jointly.
- 11.3 The Board may decide to grant power of attorney to one or more Board Members, as well as to others, to represent the Association within the limits of that power of attorney.

Article 12

Advisory Board

- 12.1 The association has an Advisory Board, consisting of at least ten (10) natural persons. Members of the Advisory Board must be members of the association.
- 12.2 Members of the Advisory Board shall be appointed by the General Assembly on the understanding that cultural and gender diversity shall be taken into account as far as possible in the composition of the Advisory Board. A minimum of six (6) countries must also be represented on the Advisory Council.
- 12.3 The Advisory Board provides the Board with solicited and unsolicited advice.
- 12.4 The manner of composition and the powers and working methods of the advisory board shall be laid down in more detail by the Board by regulation, which regulation shall require the approval of the General Meeting.

Article 13

General meeting, convening and venue of the meeting

- 13.1 Each year, at least one General Meeting, the Annual Meeting, is held, no later than six months after the end of the financial year of the Association, subject to an extension of this term by the General Meeting. In addition, General Meetings are held as often as the Board deems appropriate, or when it is obliged to do so according to the law or the articles of association.
- 13.2 At the written request of at least such number of Members as is authorized to cast one-tenth of the votes in a full General Meeting, the Board is obliged to convene a General Meeting at a time not exceeding four weeks.
If the request is not complied with within fourteen days, the applicants themselves may convene the General Meeting, in accordance with the provisions of paragraph 3 of this article or by advertisement in at least one widely read magazine at the place where the association has its seat.
- 13.3 The meeting of the General Assembly shall be convened in writing to the Members. The time limit for convocation shall be at least four weeks, excluding the day of convocation and the day of the meeting.
- 13.4 The General Meetings are held in the municipality where the association has its registered office, unless the Board decides otherwise when convening the General Meeting in question.

Article 14

Access to and management of the General Assembly

- 14.1 All Members and Board Members of the Association shall have access to the General Meeting.
A suspended Member or Board Member shall have access to the General Meeting at which the decision to suspend, lift or maintain the suspension is discussed and shall have the right to speak.
The General Assembly shall decide on the admission of persons other than those referred to above.
- 14.2 If a Member wishes to be represented at a General Meeting, he shall grant in writing a power of attorney to that effect, which shall be handed over to the President of the meeting concerned. A Member may not act as a proxy for more than two Members.
- 14.3 The General Meetings shall be chaired by the President or the Vice-President, or, in their absence, by a person to be appointed by the Board, whether or not from among its members. If no Board Members are present, the General Assembly itself provides for its management.
- 14.4 Minutes of the General Meeting shall be kept by the Secretary or by a person appointed by the President.
These minutes shall be adopted at the same or at a subsequent General Meeting.

Article 15

Right to vote. Decision-making

- 15.1 All Members shall have one vote in a General Assembly.
- 15.2 Unless the articles or the law provide otherwise, all decisions of the General Assembly shall be taken by an absolute majority of the votes cast.
- 15.3 Blank votes shall be deemed not to have been cast.
- 15.4 Votes on matters shall be taken orally and votes on persons shall be taken in writing, unless the Chair determines another voting method and none of the persons present at the meeting opposes it. Decision-making by acclamation is possible, unless a roll-call vote with voting rights is required.
- 15.5 A Member may exercise its right to vote by electronic means of communication, provided that the Member can be identified by electronic means of communication, can directly acquaint itself with the proceedings at the meeting and can exercise the right to vote.
It is also required that the Member may participate in the deliberations by electronic means of communication.
- 15.6 If the votes cease in the election of persons, a new vote shall take place once in the same meeting; If the votes were to cease again, the proposal would be rejected, without prejudice to the provisions of the following sentence.
If, in the event of an election between more than two persons, no one has obtained an absolute majority of the votes cast, a re-vote shall be held between the two persons who obtained the largest number of votes, if necessary after an intermediate vote and/or drawing of lots.
If votes are cast on a proposal other than that referred to in this paragraph,

that proposal shall be rejected.

- 15.7 Even if no convocation has taken place or has not taken place in the prescribed manner or any other rule concerning the convocation and holding of meetings or a related formality has not been complied with, valid decisions may be taken, provided that all matters discussed are unanimously decided. As long as all members with voting rights are present or represented in a general meeting,
- 15.8 A unanimous decision of all members entitled to vote, even if they do not meet in a meeting, shall, provided that it has been taken with the prior knowledge of the Board, have the same force as a decision of the General Assembly.

Article 16

Financial Year, Management Report, Accounts and Accounts, Cash Committee

- 16.1 The financial year of the association is equal to the calendar year.
- 16.2 The Board shall issue its management report at the annual meeting and, together with a balance sheet and a statement of income and expenses, shall present the accounts of its management during the previous financial year. These documents shall be signed by all Board Members; If the signature of one or more of them is missing, a statement of reasons shall be given.
- 16.3 If the fidelity of the documents referred to in the previous paragraph is not certified by an auditor as referred to in Article 2:393(1) of the Civil Code, the General Assembly shall appoint an annual committee (the "**Cash Committee**") from among the Members of at least two persons, who may not form part of the Board. The Cash Committee examines the Board's accounts and reports its findings to the General Meeting.
- 16.4 If the examination of the account and justification requires special accounting knowledge, the Cash Committee can be assisted by an expert. The Board is obliged to provide the Cash Committee with all the information it wishes, to show it the cash and the values if desired, and to give access to the books, documents and other data carriers of the association.
- 16.5 The instruction to the Cash Committee may be revoked at any time by the General Meeting, but only by the appointment of another Cash Committee.

Article 17

Amendment of articles of association

- 17.1 The statutes of the Association may not be amended except by a decision of a General Meeting, which has been convened with the announcement that an amendment to the statutes will be proposed there, without prejudice to the provisions of paragraph 8 of Article 15.
- 17.2 Those who have convened the General Assembly to consider a proposal for amendment of the articles of association shall, at least four weeks before the meeting, make a copy of that proposal containing the proposed amendment verbatim available for inspection by the Members in a suitable place until after

the end of the day on which the meeting is held.

In addition, a copy as referred to above shall be sent to all Members.

- 17.3 A decision to amend the articles of association shall require at least two-thirds of the votes cast.
- 17.4 An amendment to the articles of association does not enter into force until a notarial deed has been drawn up. Each Board Member is independently authorised to sign the deed.

Article 18

Dissolution

- 18.1 The Association may be dissolved by a decision of the General Assembly. Paragraphs 1, 2 and 3 of Article 17 shall apply mutatis mutandis.
- 18.2 The association shall continue to exist after its dissolution insofar as this is necessary for the liquidation of its assets.
The liquidation shall be effected by the Board, unless the General Meeting appoints other persons as liquidator(s) in the decision to dissolve.
- 18.3 During the liquidation, the provisions of the articles of association remain in force as much as possible.
- 18.4 The General Assembly shall, by its decision referred to in paragraph 1 of this Article, determine the allocation of the surplus, as far as possible in accordance with the purpose of the Association.
However, the dissolution decision may also assign a different purpose to the excess balance.
- 18.5. After liquidation, the books, documents and other data carriers of the association shall remain with the person designated by the liquidators for a period of seven years.

Article 19

Rules of procedure

- 19.1 The General Assembly may adopt one or more regulations, in which subjects are regulated that are not or not fully provided for by these articles of association.
- 19.2 A regulation may not be contrary to the law, nor to the statutes.
- 19.3 The General Assembly is at all times entitled to amend or repeal a regulation.
- 19.4 Article 17(1), (2) and (3) shall apply mutatis mutandis to decisions adopting, amending and repealing regulations.

Article 20

Unforeseen cases

In all cases where neither the law nor these statutes provide, the Board decides.

CONCLUSION

The person who appeared is known to me, notary.

WHICH ACKNOWLEDGE

has been registered in Arnhem on the date at the beginning of this deed.

The content of this deed has been given and explained to the person who appeared. In doing so, the person who appeared was made aware of the consequences arising from the deed.

The person who appeared subsequently stated that he had taken note of the content of the deed and that he agreed with the content and limited reading of that deed. Immediately after limited reading, this deed was signed by the person who appeared and me, notary.