

ARTICLES OF ASSOCIATION

Vereniging Final Journey Home Netherlands

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CHAPTER 1 — IDENTITY AND PURPOSE

Article 1 — Name and Legal Form

- A. The Association bears the name **Vereniging Final Journey Home Netherlands** ("the Association").
- B. The Association is a legal entity (*rechtspersoon*) governed by Dutch law.

Article 2 — Seat and Address

- A. The registered seat (*zetel*) of the Association is in **Amsterdam, the Netherlands**.
- B. The registered address serves as the official address for legal notices and filings.
- C. Any change to the registered seat requires a notarial amendment of these Articles.

Article 3 — Purpose

- A. The Association's exclusive purpose is to provide **mutual aid and support to its members** in connection with funeral, repatriation, and memorial arrangements for deceased members.
- B. The Association pursues this goal by coordinating solidarity-based contributions and collective participation, as governed by its Regulations.
- C. All resources and activities are used exclusively for the benefit of members and necessary administration.
- D. The Association is **not** an insurance provider, does not offer guaranteed fixed benefits, and does not distribute profits.

Article 4 — Financial Year and Records

- A. The financial year coincides with the calendar year.
- B. The Association maintains records and reports as required by Dutch law.

CHAPTER 2 — MEMBERSHIP

Article 5 — Admission and Termination

- A. Membership is open to individuals who meet the criteria set out in the Regulations and who accept the Articles and Regulations.
- B. The Management Board (MB) is responsible for approving and terminating membership in accordance with the Regulations.
- C. Membership ends upon resignation, death, or expulsion, as defined in the Regulations.

Article 6 — Member Obligations and Good Standing

- A. Members shall comply with all obligations defined in the Regulations, including participation, financial contributions, and conduct.
- B. Members in **Good Standing** retain full rights. Members not in Good Standing may temporarily forfeit certain rights, as defined in the Regulations.

C. The criteria and process for establishing or restoring Good Standing shall be determined exclusively in the Regulations.

CHAPTER 3 — GOVERNANCE STRUCTURE

Article 7 — General Meeting of Members (GMM)

7.1 Authority

A. The **General Meeting of Members (GMM)** is the highest authority of the Association.

B. The GMM has the exclusive power to:

- Amend these Articles of Association
- Elect and remove members of the Supervisory Board (SB)
- Approve the annual accounts and discharge the MB and SB
- Decide on the dissolution of the Association

7.2 Convening

A. The GMM shall be convened by the Management Board (MB) at least **once per calendar year** (Annual General Meeting).

B. Extraordinary General Meetings may be convened by the MB, the SB, or by members, as determined in the Regulations.

C. Written notice of a GMM shall be sent to all members at least **fourteen (14) days** in advance, stating the date, time, location (or virtual details), and agenda.

7.3 Chairing and Conduct

A. The GMM shall be **chaired by the Chair of the MB** or, in their absence, by another MB member or a temporary chair elected by the GMM. The Chair ensures orderly conduct.

B. The Secretary of the MB shall record minutes of all proceedings.

7.4 Voting Rights and Quorum

A. Each member in **Good Standing** has **one (1) vote**. Members not in Good Standing may attend but not vote.

B. Proxy voting is prohibited unless explicitly authorized by the Regulations.

C. Quorum requirements shall be determined in the Regulations.

D. If a necessary quorum is not met, a second meeting may be convened with at least seven (7) days' notices, which may proceed regardless of attendance.

7.5 Decision-Making

A. Unless otherwise specified, GMM decisions are made by **simple majority** of votes cast.

B. Decisions requiring a **two-thirds ($\frac{2}{3}$) majority**:

- Amendment of these Articles
- Dissolution of the Association
- Removal of Supervisory Board members before end of term

C. In the event of a tie, the proposal shall be deemed rejected.

7.6 Enforcement of Decisions

A. All GMM decisions are **binding** on the Association, the MB, the SB, and all members.

B. The MB is responsible for **implementing all GMM decisions** within reasonable timeframes and shall report on implementation to the SB.

7.7 Minutes and Records

A. Minutes of each GMM shall be prepared and made available to members within a reasonable period, as defined in the Regulations.

B. All GMM records shall be maintained by the MB and be accessible to members upon request.

Article 8 — Supervisory Board (SB)

A. The **SB** shall consist of a minimum of three (3) members, elected by the GMM.

B. Integrity Mandate: Candidates for and members of the SB must be in Good Standing as defined in the Internal Regulations, both at the time of election and throughout their term of office.

C. The SB is responsible for supervising the policy and conduct of the MB and the general affairs of the Association.

D. The SB has the exclusive powers to:

- Appoint, suspend, and dismiss MB members
- Determine MB remuneration (if any)
- Approve major financial or operational decisions, as defined in the Regulations
- Commission financial audits or appoint an internal audit committee

E. SB members are appointed for terms defined in the Regulations.

Article 9 — Management Board (MB)

A. The **MB** shall consist of a minimum of three (3) directors, serving as Chair, Secretary, and Treasurer.

B. Integrity Mandate: Candidates for and members of the MB must be in Good Standing as defined in the Internal Regulations, both at the time of appointment and throughout their term of office.

C. Additional officers or functional roles may be defined in the Regulations.

D. The MB is collectively responsible for daily management and the proper execution of the Association's purpose and policies.

E. Legal representation of the Association is vested in **two MB members acting jointly**, including either the Chair or the Treasurer, as recorded in the trade register (KvK).

F. Further operational rules concerning delegation, meetings, and decision-making are defined in the Regulations.

CHAPTER 4 — REGULATIONS AND CONTROLS

Article 10 — Regulations (Reglement)

- A. The MB shall maintain a set of **Regulations** to govern internal operations.
- B. The Regulations shall define: membership criteria, contributions, suspension, reinstatement, verification procedures, decision timelines, and dispute resolution.
- C. The Regulations may be amended by the MB with SB approval and do not require a notarial amendment.
- D. In case of conflict between these Articles and the Regulations, these Articles prevail.

Article 11 — Finance and Oversight

- A. The MB is responsible for financial administration and annual reporting.
- B. All financial transactions require **two signatures**, one of whom must be the Treasurer.
- C. The SB shall receive quarterly financial reports from the MB.

Article 12 — Dispute Resolution

- A. Disputes shall be resolved through a tiered process, as outlined in the Regulations.
- B. Final resolution may rest with the GMM or through binding arbitration.

CHAPTER 5 — AMENDMENTS AND DISSOLUTION

Article 13 — Amendments

- A. Amendments may be made only by the GMM with a **two-thirds ($\frac{2}{3}$) majority** of votes cast.
- B. Amendments take effect only when recorded in a notarial deed.

Article 14 — Dissolution and Liquidation

- A. The GMM may dissolve the Association by a **two-thirds ($\frac{2}{3}$) majority** vote.
- B. Upon dissolution, remaining assets shall be distributed to a non-profit with a similar purpose, as determined by the GMM.
- C. No assets may be distributed to current or former members.

Article 15 — Language and Legal Authority

- A. The **Dutch version** of these Articles is the only legally binding version.
- B. English and French versions may be provided for communication purposes only.

Entity: Vereniging Final Journey Home Netherlands

Document: Articles of Association

Date: November 2025