

BYLAWS

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FOUNDATION

On this day, the twenty-third of September two thousand and twenty, the following person appeared before Heidi Remke Harmsma, LL.M., civil-law notary in the municipality of De Fryske Marren:

1. Mrs Maaïke Wytse Keizer-Tadema, born in Sneek on [REDACTED], [REDACTED], furnishing proof of her identity by her passport number [REDACTED] employed at Harmsma Notarissen and electing domicile at 8501 XM Joure, Marconiweg 8, hereto acting as the fully authorised representative of:

Mr Bart Jan Korneel Vandendries, born in Leuven, Belgium on [REDACTED], [REDACTED], Belgian identity card number [REDACTED], issued in Lubbeek (Belgium) on [REDACTED], residing at [REDACTED]

2. Miss Gitte Tønner Jørgensen, born in Gentofte Sogn, Denmark on [REDACTED], [REDACTED], Danish passport number [REDACTED], issued in The Hague [REDACTED], residing at [REDACTED];

3. Mrs Maaïke Wytse Keizer-Tadema, born in Sneek on [REDACTED], [REDACTED], furnishing proof of her identity by her passport number [REDACTED], employed by Harmsma Notarissen and electing domicile at 8501 XM Joure, Marconiweg 8, hereto acting as the fully authorised representative of:

Mr Tom Jozef Marie-Louise Michielsen, born in Turnhout, Belgium on [REDACTED], [REDACTED], Belgian identity card number [REDACTED] issued in Mol, (Belgium) [REDACTED], residing at [REDACTED];

4. Miss Anne Lau, born in Gram, Denmark on [REDACTED], [REDACTED], Danish passport number [REDACTED], issued in Haderslev (Denmark) [REDACTED], [REDACTED], residing at [REDACTED]

The aforementioned granting of the powers of attorney is evidenced by two private deeds for a power of attorney, attached to this deed, and sufficient proof of their existence has been evidenced to the undersigned civil-law notary.

The appearing parties declared to establish a foundation by this deed and to adopt the following articles of association for this purpose.

Name, seat and duration.

Article 1.

1. The name of the foundation is: Stichting Dutch-Belgian Research Institute of Chiropractic.

The foundation can be mentioned by the abbreviation DBRIC.

2. It has its registered office in the municipality of Noordoostpolder, the Netherlands.

3. The foundation has been established for an indefinite period of time.

4. The articles of association and regulations of the foundation shall be governed by Dutch law.

5. In these articles of association, the following abbreviations are applied:

- BVC-UBC, which means: Belgische Vereniging van Chiropractors-Union Belge des Chiropractors,
and

- NCA, which means: Nederlandse Chiropractoren Associatie.

Purpose.

Article 2.

The foundation's objective is:

a. the development and promotion of research into and transfer of knowledge about chiropractic care and about neuromusculoskeletal complaints;

b. supporting part-time training courses related to conducting scientific research and increasing knowledge and teaching skills in the field of chiropractic science;

c. encouraging members of the BVC-UBC and NCA to participate in and complete the training courses referred to above; and

d. further to this, everything directly or indirectly related or conducive to this, all in the broadest sense of the word.

Capital

Article 3.

The foundation's capital will consist of:

- grants and donations;

- donations, inheritances and bequests;

- all other acquisitions and income.

Board

Article 4.

1. The board of the foundation shall consist of four members, two NCA board members and two BVC-UBC board members. Only natural persons can be board members.
2. One of the board members shall be appointed chairman. The chairmanship lasts one year. In turns, the chairmanship shall be held by an NCA director and a BVC-UBC director.
3. The Treasurer shall also be Vice-Chairman. One of the board members shall be appointed treasurer. The treasurer's term of office is one year. In turns, the chairmanship shall be held by an NCA director and a BVC-UBC director, while at the time that the chairman is an NCA board member, the treasurer shall be BVC-UBC board member and vice versa.
4. a. One NCA board member is the chairman of the NCA. The other NCA board member shall be appointed by the board of the NCA from among its members.
4. b. One board member of the BVC-UBC is the chairman of the BVC-UBC. The other board member of the BVC-UBC shall be appointed by the board of the BVC-UBC from among its members.
5. The board members shall be appointed for a period equal to the period during which they are board members of respectively NCA or BVC-UBC.
6. If the position of a board member is vacant, the board shall be obliged to notify the boards of the NCA and BVC-UBC respectively as soon as possible requesting to fill the vacancy.
7. In the event of a vacancy in the board, the board shall retain its powers.
8. The board members shall not receive any remuneration for their work. However, they shall be entitled to reimbursement of expenses incurred by them in the performance of their duties.

Board meetings and board decisions.

Article 5.

1. The board meetings shall be held in the Netherlands or in Belgium.
2. At least one meeting shall be held every calendar quarter.
3. Meetings shall moreover be held whenever the chairman deems this desirable or whenever one of the board members submits a written request to that effect to the chairman, specifying the items to be discussed. If the chairman does not comply with such a request in such a way that the meeting can be held within three weeks after the request, the applicant shall be entitled to call a meeting himself in compliance with the required formalities.
4. Notwithstanding the provisions in paragraph 3, the notice convening the meeting shall be submitted by the director at least seven days in advance, not including the day of the notice and the day of the meeting, through convocations (including any other digital means of communication approved by the board).
5. The convocation letters shall state, except for the place and time of the meeting, the subjects to be discussed.
6. As long as all board members in office are present at a board meeting, valid resolutions may be passed on all matters to be discussed, provided such resolutions are passed unanimously, even if the

requirements of the articles of association for convening and holding meetings have not been complied with.

7. The meetings shall be chaired by the chairman of the board; in his absence, the meeting itself shall designate its chairman.

8. Minutes shall be kept of the proceedings of the meetings by the director or one of the other persons present, at the request of the chairman. The minutes shall be adopted and signed by those who acted as chairman and secretary during the meeting.

9. The board may only adopt valid resolutions at a meeting if the majority of its members in office are present or represented at the meeting. A director may be represented at a meeting by a fellow board member on presentation of a sufficient written power of attorney, as assessed by the chairman of the meeting. A board member may only act as a proxy for one fellow board member.

10. The board may furthermore pass resolutions without holding a meeting, provided that all board members have been given the opportunity to express their opinion in writing, by email or by any other digital means of communication approved by the board. The board shall draw up a report on the resolution passed, enclosing the responses received, which shall be appended to the minutes after co-signing by the chairman.

11. Each board member shall have the right to cast one vote. To the extent these articles of association do not require a larger majority, all resolutions of the board shall be adopted by an absolute majority of the votes validly cast.

12. All votes at the meeting shall be taken orally, unless the chairman deems a written vote desirable or one of the persons entitled to vote so requires prior to the vote. Votes in writing shall be taken by unsigned, closed ballot papers.

13. Blank votes shall be considered votes not cast.

14. In all disputes concerning voting, not provided for in the articles of association, the chairman shall decide.

15. If a director referred to in article 9 is in office, the secretary's duties described in this article shall be carried out by the director.

Management powers and representation.

Article 6.

1. The management of the foundation shall be vested in the board.

2. The board shall not be authorised to resolve to enter into agreements to acquire, alienate or encumber registered property, unless the resolution is passed unanimously by all board members in office.

3. The board shall not be authorised to resolve to enter into agreements whereby the foundation binds itself as guarantor or joint and several co-debtor, stands surety for a third party or binds itself as security for a debt of another, unless the resolution is passed unanimously by all board members in office.

Article 7.

The foundation is represented in and out of court by the plenary board.

Termination of board membership.

Article 8.

Board membership ends:

- by terminating the board membership of respectively NCA or BVC-UBC;
- upon a board member's death, in the event of loss of the free management of his assets, in the event of resignation in writing, in the event of dismissal by the other board members acting unanimously, and in the event of dismissal pursuant to section 298 of Book 2 of the Dutch Civil Code.

Director

Article 9.

1. The foundation's director is appointed by the board. The director may not also be a member of the board.

The director will furthermore have a seat on the Academic Advisory Committee of the DBRIC.

2. Without prejudice to the powers of the board, the director shall be responsible for the operational management of the foundation, the preparation of the policy, the submission of policy proposals and the implementation of the policy adopted by the board.

The director ensures proper communication between the foundation on the one hand and the NCA and the BVC-UBC on the other hand.

Under the supervision of the board, the director is moreover responsible for managing the foundation's finances.

3. The board may grant the director a power of attorney or otherwise (continuous) power of representation.

4. The board may at any time suspend and dismiss the director after having given him the opportunity to account for his actions at a meeting of the board.

5. The management of the foundation's staff shall be the responsibility of the director.

6. The director shall be obliged to keep the board regularly informed of the course of events.

Unless the board decides otherwise, the director attends the meetings of the board and has an advisory vote.

Academic Advisory Committee

Article 10.

1. The foundation has an advisory board called: Academic Advisory Committee. The Academic Advisory Committee gives solicited and unsolicited advice to the board. Advice by the Academic Advisory Committee is required for decisions concerning financial grants by the foundation. The Academic Advisory Committee evaluates at least the quality aspects of applications for financial support from the foundation and advises the board in this respect with regard to its opinion.

2. The Academic Advisory Committee shall consist of four (4) natural persons and shall be composed of :

- a. the director of the DBRIC;
 - b. a researcher with a demonstrable interest in musculoskeletal research;
 - c. a chiropractor with a doctoral degree (PhD);
 - d. a full-time or part-time chiropractor.
3. The members of the Academic Advisory Committee shall be appointed and dismissed by the Board.
4. The Director shall timely provide the Academic Advisory Committee with the information necessary for the performance of its duties and powers.
5. A member of the Academic Advisory Committee resigns:
- a. by his death;
 - b. by being placed under legal restraint, having been declared bankrupt or granted a suspension of payments, applying for a debt-rescheduling arrangement and/or losing the free control of his assets;
 - c. by his resignation;
 - d. by dismissal granted by the board;
 - e. as a result of the loss of the position on the basis of which he was appointed as a member of the Academic Advisory Committee.
6. The minutes of meetings of the Academic Advisory Committee shall be provided to the Board and the director.
7. Recommendations should be submitted in writing to the director, with the director providing a reasonable period of time upon receipt of a recommendation to forward the received recommendation to the board. If a recommendation concerns the performance of the director, the Academic Advisory Committee is authorised to submit a recommendation directly to the Board.
8. The Academic Advisory Committee is authorised to decide to admit one or more experts to a meeting of the Academic Advisory Committee. At the request of the Advisory Committee, the Board may decide to grant such an expert a fee for his work.

Financial year and financial statements.

Article 11.

1. The financial year of the foundation concurs with the calendar year.
2. The books of the foundation are closed at the end of each financial year. The treasurer shall draw up a balance sheet and a statement of income and expenditure for the financial year ended, which shall be presented to the board, the members of the Academic Advisory Committee and the treasurers of the NCA and BVC-UBC within six months after the end of the financial year, together, if desired, with a report from a chartered accountant or from an accountant-administration consultant.
3. Annually, the director shall draw up an annual report on the activities of the foundation. An annual report prepared by the director shall be submitted to the board. The annual reports shall be adopted by the board.

Regulations.

Article 12.

1. The board shall have the power to adopt rules governing such matters not covered by these bylaws. Among other things, the working method of the board and the director may be further elaborated in regulations to be adopted by the board.
2. Regulations may not be contrary to the law or these bylaws.
3. The board shall at all times be authorised to amend or cancel regulations.
4. The provisions of article 13, paragraph 1 shall apply to the adoption, amendment and repeal of regulations.

Amendment of the bylaws.

Article 13.

1. The board shall have the power to amend these bylaws. A resolution to that end must be passed unanimously at a meeting at which all board members are present or represented, without any vacancy on the board.
2. The amendment must be effected by notarial deed under penalty of nullity.
3. The members of the board shall be obliged to deposit an authentic copy of the amendment, as well as the amended bylaws, at the offices of the Trade Register maintained by the Chamber of Commerce.

Dissolution and liquidation.

Article 14.

1. The board shall be authorised to dissolve the foundation. The provisions of article 13, section 1 apply to the resolution to be passed to that end.
2. The foundation shall continue to exist after its dissolution to the extent necessary to liquidate its assets.
3. The liquidation shall be conducted by the board.
4. The liquidators ensure that the dissolution of the foundation is entered in the register referred to in Article 13, paragraph 3.
5. During the liquidation, the provisions of these bylaws shall remain in force where possible.
6. Any credit balance of the dissolved foundation shall be used for the purpose of an Institution for Public Benefit (ANBI) with a similar objective.
7. At the end of the liquidation, the books and records of the dissolved foundation will remain in the custody of the youngest liquidator for the number of years stipulated by law.

Final provision.

Article 15.

1. In all cases not provided for by law or these bylaws, the board shall decide.
2. In these bylaws and by or pursuant to these articles of association, "in writing" or "by letter" shall also be understood to mean: by e-mail or by any other means of telecommunication capable of

conveying written text legibly and reproducibly, unless this is expressly excluded or contrary to the law.

Closing statement.

In conclusion, with respect to the implementation of the provisions in article 4, paragraphs 1 and 2, the appearing parties declared that the following persons will be appointed board members of the foundation for the first time:

1. Chairman: Mr Bart Jan Korneel Vandendries, as aforementioned;
- Treasurer/Vice-President: Miss Gitte Tønner Jørgensen, as aforementioned;
3. Member: Mr Tom Jozef Marie-Louise Michielsen, as aforementioned.
4. Member: Miss Anne Lau, as aforementioned.

Final section.

The appearing parties are known to the undersigned civil-law notary.

WHEREUPON THIS DEED

was executed at Joure on the date indicated at the top of this instrument.

After having concisely communicated and explained the contents of this deed, the appearing parties unanimously declared that they have taken note of the contents of this deed and that they do not require a full reading.

Upon an abridged reading, this deed was signed by the appearing parties and the undersigned civil-law notary.

(Followed by signatures)

ISSUED AS A TRUE COPY

text in stamp: H.R. Harmsma, LL.M, civil-law notary at De Fryske Marren]
[signature]