

**INCORPORATION**  
**STICHTING MIDWIVES INTERNATIONAL**

On this day, [\_\_\_] day of [\_\_\_], appeared before me, [\_\_\_], a civil-law notary in  
Amsterdam, the Netherlands (the “**notary**”):

[*Baker & McKenzie attorney*],

here acting upon a written power of attorney granted by:

**International Confederation of Midwives**, an association organized and existing under  
the laws of the Netherlands, having its corporate seat in The Hague, the Netherlands, with  
office address at Koninginnegracht 60, 2514 AE The Hague, the Netherlands and  
registered with the Trade Register of the Chambers of Commerce under number  
27286042 (the “**Incorporator**”).

The appearing person declared to incorporate a foundation for and on behalf of the  
Incorporator, which shall be governed by the following:

## ARTICLES OF ASSOCIATION

### Definitions

#### Article 1

1. In these articles of association, the following terms have the following meanings:
  - a. **Advisory Committee** means the advisory committee of the Foundation;
  - b. **ANBI** means a Algemeen Nut Beogende Instelling as mentioned in article 5b of the Dutch government tax act (*wet inzake rijksbelastingen*) or any regulation replacing the foregoing;
  - c. **Management Board** means the board of Managing Directors of the Foundation.
  - d. **Managing Director** means a member of the Management Board.
  - e. **ICM** means International Confederation of Midwives, a charitable not-for-profit corporation incorporated in The Hague, the Netherlands.
  - f. **Annual Accounts** means the balance sheet and the profit and loss account of any financial year of the Foundation.
  - g. **Written/In Writing** means in the form of any message transmitted and received in writing via any normal means of communication, including fax or e-mail.
  - h. **Articles** means the articles of association of the Foundation.
  - i. **Foundation** means Stichting Midwives International, a foundation (*stichting*) organized and existing under the laws of the Netherlands.
2. References made to articles are references to articles of these Articles, unless expressly otherwise indicated.

### Name, corporate seat and duration

#### Article 2

1. The name of the Foundation is **Stichting WithWomen**.
2. The Foundation has its corporate seat in the municipality of The Hague, the Netherlands.
3. The Foundation has been incorporated for an indefinite period of time.

### Objects

#### Article 3

1. The objective of the Foundation is to improve accessibility to and competence of

midwives through quality standards, advocacy, and action.

2. The Foundation aims to achieve its objectives by:
  - a. undertaking projects to increase the educational and professional standards impacting midwives and midwifery;
  - b. advocacy to influence public policy, laws, and budgets of national and international policy making bodies and multi- and bi-lateral organizations and their agencies to increase the educational and professional standards impacting midwives and midwifery;
  - c. providing support to organizations supporting midwives and their membership associations and those working to increase the educational and professional standards impacting midwives and midwifery. The Foundation only assists other organizations financially when:
    - i. the organization qualifies as an ANBI or holds a similar status in a EU member state; and
    - ii. when the objectives of the organization are similar to the objectives of the Foundation; and
  - d. other activities in connection with, or that are conducive to, the foregoing, whether or not in collaboration with third parties and inclusive of the performance and promotion of all activities which directly and indirectly relate to those objects, all this in the broadest sense of the words.
3. The Foundation aims to qualify as an ANBI.
4. The Foundation shall not pursue any profits.
5. The Foundation and other stakeholders that interact with and impact midwives and midwifery shall work together in cooperation for secure and positive childbirth, for every woman and as further set forth in these Articles.
6. The Foundation is operated as a separate and unique entity, responsible for its own business, including use of its funds solely for its own charitable purposes.

## Funds and means

### Article 4

1. The funds and means of the Foundation will be formed and created from:
  - a. subsidies and other contributions;
  - b. gifts, bequests and legacies;

- c. all other acquisitions and gains.
2. The Foundation may accept bequests only with the benefit of inventory (*boedelbeschrijving*).

## Management Board: appointment and dismissal

### Article 5

1. The Management Board shall consist of at least three (3) Managing Directors, whose exact number is to be determined by the Management Board and shall be appointed by the Management Board pursuant to these Articles for unlimited renewable three (3) year terms.
2. The Management Board may grant out of their number the title of ‘chair’, ‘secretary’, and ‘treasurer’ for a term of three (3) years and may at any time revoke such title. The positions of secretary and treasurer may also be held by one person.
3. Managing Directors appointed to interim vacancies shall take the place of their predecessors on the schedule of retirement.
4. If one (1) or more vacancies are created on the Management Board, the Management Board shall fill it by the appointment of one (1) or more successor(s).
5. Should the Management Board have one (1) or more vacancies then the remaining Managing Directors or the sole remaining Managing Director shall nevertheless remain a lawful Management Board.
6. The Management Board is authorized to dismiss a Managing Director from office in the event there are indications that the Managing Director has improperly performed its duties or in the event that the relationship between the Managing Director and the Foundation is disrupted.
7. Notwithstanding the provisions of the previous paragraph of this article, a Managing Director shall cease to hold his position:
  - a. by voluntarily Written resignation or retirement from the Management Board;
  - b. by death or, where the Managing Director is a legal entity, upon such entity’s mandatory or voluntary dissolution (*ontbinding*);
  - c. in the event that the Managing Director is declared bankrupt, requests for a moratorium of payments or submits a petition for debt adjustment natural persons (*schuldsanering natuurlijke personen*) to the court;

- d. in the event the Managing Director is placed under compulsory guardianship and as well as any judgment whereby, in connection with physical or mental illness one (1) or more of his assets is put under administration; and
- e. in the event that the Managing Director is dismissed by virtue of article 2:298 of the Dutch Civil Code.

## Management Board: duties and remuneration

### Article 6

1. The Management Board is charged with the management of the Foundation.
2. The Management Board shall not have the power to resolve that the Foundation enters into agreements for the acquisition, alienation, encumbrance and disposal of registered real estate and enters into agreements, under and in pursuance of which the Foundation binds itself as surety or severally liable co-debtor, to answer for a third party/person or to give security for binding itself for a debt of another party or person, unless the relevant resolution will be passed with unanimous votes of all Managing Directors and with due observance of the provisions of article 15.
3. The Management Board is authorized to adopt rules regarding the decision-making process in addition to the provisions of the Articles. In connection therewith the Management Board is authorized to make a division of duties, specifying the individual duties of each Managing Director.
4. All Managing Directors may receive a remuneration of the costs they reasonably made while performing their duties as Managing Director. The Management Board may grant one or more Managing Directors attendance fees as a reward, with due observance of the regulations for ANBI.

## Management Board: representative authority

### Article 7

1. The Foundation shall be represented by the Management Board. The authority to represent the Foundation is also vested in two (2) Managing Directors acting jointly.
2. The Management Board may appoint officers with a limited or unlimited power of attorney. Each officer will represent the Foundation within the scope of his authority. The officers' titles are determined by the Management Board.

## Management Board: meetings and resolutions

## Article 8

1. The meetings of the Management Board shall be held at the places from time to time to be determined and designated by the Management Board.
2. At least one (1) meeting shall be held at least annually.
3. Furthermore, meetings shall be held whenever the chair deems the holding thereof desirable or upon Written request of two (2) or more Managing Directors specifying the items of business to be discussed and considered at such a meeting. Should the chair fail to comply with such a request in a way that the meeting can be held within three (3) weeks of receipt the said request, the applicants shall direct the secretary to call a meeting, who shall call a meeting pursuant to these Articles.
4. At least eight (8) days' previous notice of any such meeting shall be given by the chairman In Writing, by telephone or in person - subject to and with due observance of the provisions laid down in paragraph 3 of this article -, excluding the day on which notice of meeting is given and the day designated for the meeting. Notice of a special meeting to discuss matters requiring prompt attention shall be given by email of telephone no less than forty-eight (48) hours prior to the meeting.
5. The convening notices shall - in addition to place, date, and hour of the meeting - state and specify the items of business to be discussed and considered thereat.
6. If the regulations and requirements given and made by the Articles for the convening and holding of meetings have not been duly observed and complied with, valid resolutions may nevertheless be tabled and passed at a meeting of the Management Board on all items of business that are brought up for discussion thereat, provided always that at the meeting of the Management Board concerned all the Management Board members are present and provided that the resolutions in question are taken by unanimous vote.
7. The meetings shall be presided over by the chairman of the Management Board; if the latter is absent, the meeting itself shall designate its chairman.
8. Minutes of the business transacted at the meetings shall be taken by the secretary or by one of the other persons present to be invited and designated for that purpose by the chairman of the meeting.  
The minutes shall be confirmed at the next meeting and shall in witness thereof be signed by the chairman and the secretary of that meeting.

9. The Management Board may pass valid resolutions at the meeting only if all of its members from time to time are present or represented at the meeting.  
A Managing Director may cause himself to be represented at the meeting by a fellow Managing Director upon production of a Written proxy or power of attorney, which is in a form being satisfactory to the chairman of the meeting. If at the meeting of the Management Board the required amount of Managing Directors is not present or represented, a new meeting can be convened, which shall take place no sooner than three (3) and no later than six (6) weeks after the first meeting. In the new meeting valid resolutions can be adopted with a majority of at least two thirds (2/3) of the votes cast, regardless of the number of Managing Directors that are present or represented.
10. The Management Board may pass resolutions without holding a meeting, provided that all the Managing Directors have cast their votes In Writing.  
The provisions in the preceding sentence also apply to resolutions to amend the Articles or to dissolve the Foundation.  
For decision making without holding a meeting the same majorities apply as for decision making in a meeting.  
A report of a resolution passed without holding a meeting shall be drawn up by the secretary, upon adding the votes cast, which report shall be added to the minutes after it has been countersigned by the chairman.
11. Each Managing Director shall be entitled to cast one (1) vote.  
To the extent that the Articles prescribe no larger majority, all resolutions of the Management Board shall be passed by absolute majority of the valid votes cast. If the votes are tied, the chairman will have a casting vote.
12. All votes at the meeting shall be oral, unless the chairman deems a vote by ballot desirable or one of the persons present at the meeting and entitled to vote so demands a ballot before the vote is taken.  
Votes by ballot shall be taken by means of unsigned, folded ballot-papers.
13. Blank votes shall be regarded as not having been cast.
14. In all disputes about votes not provided for in and by the Articles the chair shall have the final decision.

Codes. Code of conduct. Code of rules

## Article 9

1. The Management Board shall be empowered to lay down one or more internal codes, including but not limited to a code of conduct and a code of rules, regulating those subjects that are not contained in the Articles. The Management Board shall always be empowered to amend or abolish the codes of rules.  
The resolution for the purpose must be passed by a majority of at least three fourths (3/4) of the votes cast at a meeting of the Management Board at which all the Managing Directors are present or represented.
2. Notwithstanding any other position or affiliation held by any Managing Director, officer or employee, all such persons are required to carry out their duties in an ethical and independent manner, to act in good faith in the best interests of the Foundation, and to further the charitable purpose(s) of the Foundation.
3. All Managing Directors, officers, or employees (as the case may be) must agree to comply with the Foundation's current codes as adopted by the Foundation, containing rules on behavior by representatives of the Foundation, as amended from time to time.
4. If at a meeting at which a proposal as referred to in paragraph 1 of this article is to be discussed, all Managing Directors are not present or represented, a second meeting of the Management Board shall be called, to be held no sooner than seven (7) days but no later than twenty-one (21) days after the first one, at which such a resolution may be passed by a majority of at least three fourths (3/4) of the votes cast and at which meeting at least the majority of the Managing Directors in office is present or represented.
5. The codes may not be contrary to the law or the Articles.

## Advisory Committee

## Article 10

1. The Management Board can install an Advisory Committee consisting of one (1) or more persons. The Management Board can appoint new members to the Advisory Committee and remove members at any time and without cause.
2. The Management Board can request the Advisory Committee to render their advice on certain matters in line with the Foundation's objectives, which advice shall not be binding to the Management Board.



3. If the Management Board requests the Advisory Committee to render its advice, the Management Board shall organize a meeting of the Advisory Committee or provide other means of communication.

## Financial year and annual accounts

### Article 11

1. The Foundation's financial year shall correspond to the calendar year.
2. A record must be kept of the Foundation's financial affairs so as to ensure that the rights and obligations of the Foundation can be ascertained at any time.
3. At the end of each financial year, the Foundation's books shall be closed. Within six (6) months of the end of the financial year, the Management Board shall draw up the Annual Accounts for the past financial year which shall be signed by all Managing Directors in office.
4. The Annual Accounts shall be adopted by the Management Board.
5. The Management Board may commission one (1) or more experts to examine the Annual Accounts. The expert(s) shall then have access to the Foundation's books.
6. The expert(s) shall report on his or her findings In Writing to the Management Board.

## Amendment to the articles of association

### Article 12

1. The Management Board has the authority to amend the Foundation's articles of association. The resolution to amend the Articles can only be made with unanimous affirmative votes cast in a meeting at which all Managing Directors are present or represented.  

If in a meeting in which the decision to amend the Articles is an item, the required amount of Managing Directors is not present or represented, a new meeting can be convened, which shall take place no sooner than three (3) and no later than six (6) weeks after the first meeting. In the new meeting the decision to amend the Articles can be made with a majority of at least two thirds (2/3) of the votes cast, regardless of the number of Managing Directors that are present or represented.
2. The convening notice relating to the board meeting at which a proposal to amend the articles of association will be submitted, shall always state that such proposal will be submitted. At the same time a copy of the proposal containing the verbatim

text of the proposed amendment must be enclosed with the convening notice.

3. A notarial deed has to be drawn up for the amendment of these articles of association. Each Managing Director shall have the power to have the articles of association executed.

#### Dissolution and liquidation.

##### Article 13

1. The Foundation may be dissolved pursuant to a resolution of the Management Board to that effect. The resolution for the purpose must be passed by unanimous affirmative votes cast in a meeting at which all Managing Directors are present or represented.
2. If at a meeting at which a proposal as referred to in paragraph 1 of this article is to be discussed, all Management Board members are not present or represented, a second meeting of the Management Board shall be called, to be held no sooner than seven (7) days but no later than twenty-one (21) days after the first one, at which such a resolution may be passed by a majority of at least three fourths (3/4) of the votes cast and at which meeting at least the majority of the Managing Directors in office is present or represented.
2. In the resolution to dissolve the Foundation the designation of the surplus balance on liquidation shall be included in accordance with the Foundation's objects and, if the Foundation qualifies as ANBI, be appropriated to another ANBI with similar objectives or to a foreign organization that is aimed exclusively or almost exclusively to the common good and has similar objectives.
4. The liquidation shall be effected by the Management Board.
5. After the close of the liquidation, the accounts, records, and other data carriers of the Foundation shall for seven (7) years remain in the custody of the person designated for that purpose by the liquidators (e.g. the youngest liquidator).

#### Final provisions

Finally, the person appearing declared on behalf of the Incorporator:

- a. The following persons are hereby appointed as the foundation's first board members:
  - i. [\_\_\_], born in [\_\_\_] on [\_\_\_], as chairperson;
  - ii. [\_\_\_], born in [\_\_\_] on [\_\_\_], as treasurer; and

- iii. [\_\_\_], born in [\_\_\_] on [\_\_\_], as secretary;
- b. The foundation's first financial year ends on [the thirty-first day of December] two thousand and twenty.
- c. The address of the foundation is Koninginnegracht 60, 2514 AE The Hague, the Netherlands.

The underlined headings in this deed have been included for ease of reference only.

The existence of the power of attorney to the appearing person appears from one (1) private instrument attached to this deed.

The appearing person is known to me, notary.

IN WITNESS WHEREOF,

the original of this deed was drawn up and executed in Amsterdam, the Netherlands on the date in the first paragraph of this deed. The substance of this deed was stated and clarified to the appearing person. The appearing person declared to have taken note of the content of this deed timely before its execution, agreed to its content and did not require a full reading of this deed. Subsequently, after limited reading in accordance with the law, this deed was signed by the appearing person and me, notary.