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Amendment to the articles of association of International Society for the Study of Celiac Disease (ISSCD)

On @ appeared before me, Robert Alexander Ritsma LLM, civil-law notary in the municipality of Gooise Meren:

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acting as a director of the association: **International Society for the Study of Celiac Disease (ISSCD)**, with offices in the municipality of Leiderdorp and actual place of business at Gooimeer 4-15, 1411DC Naarden, listed in the trade register of the Chamber of Commerce under number 57523703, hereinafter referred to as: 'the Association', and as such authorised under Article 16(4) of the Association's articles of association to record the amendment to the articles of association by notarial deed.

The person appearing declared the following to me, civil-law notary:

INTRODUCTION

1. The Association was incorporated by notarial deed executed before Rajesh Sardhanand Gopisingh LLM, civil-law notary in Haarlemmermeer on the nineteenth of March two thousand and thirteen.
2. The articles of association of the Association have not been amended thereafter.
3. On @, the general meeting of the Association adopted a resolution to amend the Association's articles of association.

The document evidencing this resolution is attached to this deed.

AMENDMENT TO THE ARTICLES OF ASSOCIATION

As a result of the resolution to amend the articles of association, the articles of association read as follows with immediate effect:

ARTICLES OF ASSOCIATION

Article 1

Name and seat

- 1.1 The name of the Association is: **International Society for the Study of Celiac Disease**, also abbreviated to ISSCD.
- 1.2 The registered office of the ISSCD is located in the municipality of Gooise Meren.

Article 2

Objectives

- 2.1. The general objective of the ISSCD is to promote scientific knowledge, education and quality of care in the field of Celiac disease and gluten-mediated human diseases in general and everything related or conducive to this in the broadest sense.
- 2.2. The ISSCD seeks to achieve its objective through, inter alia:
 - a) supporting the organisation of regular International Celiac Disease Symposia;

- b) promoting international research efforts in the field of Celiac disease and gluten-mediated human diseases;
- c) developing and helping to develop protocols for studies which can be conducted in research centres;
- d) improving the quality of research in the field of Celiac disease and gluten-mediated human diseases;
- e) organising educational and intellectual exchange in the field of Celiac disease and gluten-mediated human diseases;
- f) organising and supporting international initiatives to enhance professional education about Celiac disease and gluten-mediated human diseases;
- g) improving the quality of care provided to patients affected by gluten-mediated human diseases;
- h) collaborating with patient support groups and other parties seeking to improve the lives of people suffering from Celiac disease and gluten-mediated diseases;
- i) establishing consensus statements and authoritative guidelines in the field of Celiac disease and gluten-mediated human diseases;
- j) improving the interaction with policymakers and with the relevant industry;
- k) whenever possible, supporting members' participation in leading medical, health, scientific and other relevant global meetings that influence the understanding, recognition, diagnosis, management and treatment of persons suffering from Celiac disease and gluten-mediated diseases in general.

Article 3

Duration

3.1 The ISSCD has been established for an indefinite period of time.

Article 4

Membership

- 4.1. The ISSCD is a Membership-based organisation. Members are health professionals, researchers, scientists and others committed to the aims of the ISSCD. Members are approved by the Governing Board following formal application. Membership application forms are available on the ISSCD website. The Governing Board may establish categories of membership, including voting and non-voting categories, which may be varied in the bylaws from time to time. Voting Members are entitled to participate in the general assembly, where they have the right to take the floor and the right to vote.
- 4.2. All forms of Membership shall come into effect when they are approved and the membership fee has been paid. Membership will continue, provided the annual Membership is renewed and paid, the member remains in good standing, adheres to the articles of association and by-laws of the ISSCD, and does not act contrary to the interests of the ISSCD.
- 4.3. The annual membership fee is determined by the Governing Board and may be adjusted from time to time to ensure that the objectives of the ISSCD can be achieved and its financial health is maintained.
- 4.4. Membership ends:
 - a) by the death of the member in the case of individual members;

- b) by notice of termination given by the member;
- c) by notice of termination given by the ISSCD; or
- d) by deprivation of Membership.

4.5 If the Membership is terminated during a financial year, the member shall pay the membership fee for that year, unless the Governing Board decides otherwise.

Article 5

Representation

- 5.1. The Governing Board represents the ISSCD and legally binding agreements between the ISSCD and other parties require the approval of the Governing Board.
- 5.2. Responsibility for representation may also be assigned to the President together with the Executive Director, the Secretary or the Treasurer or, if the President is not available, the Secretary together with the Executive Director or the Treasurer.

Article 6

Members of the Governing Board

- 6.1 The Governing Board normally consists of eight (8) members, including the President, the future President, the preceding President, four (4) general board members and an Executive Director. The future President and four general board members are elected by the General Assembly.
- 6.2 The President presides over the Governing Board. The President is also the chairman of the General Assembly and will report on the state of affairs of the ISSCD at the annual meeting of the General Assembly. The President also has the decisive vote in the Governing Board if the votes are equally divided.
- 6.3 Other voting members
The other voting members of the Governing Board are the future President, the preceding President, and the four other board members, namely the persons serving as Secretary and Treasurer and two members of the Governing Board. After appointment of the four remaining board members by the General Assembly, the Governing Board itself assigns the positions of Secretary and Treasurer. The Secretary and the Treasurer are, with their consent, appointed by the Governing Board by a majority vote every two (2) years. The other two board members advise the Governing Board during deliberations, participate in Governing Board votes and undertake projects at the request of the President.
- 6.4. Executive Director
The Executive Director is appointed every two (2) years by a majority vote of the other members of the Governing Board; in the event of a tie, the President has the deciding vote. The Executive Director may remain in office as long as he or she and the rest of the Governing Board agree.
- 6.5 Term of office. The President shall be elected every two (2) years and shall serve as President for two years, but as a voting member of the Governing Board for six (6) years, first as the future President (two years), then as President (two years) and finally as the preceding President (two years). A person cannot be re-elected as President unless there are exceptional circumstances, supported by the Governing Board, such as when the articles of association are amended. Election of all four other board members will take place every two years. Other board members are elected to serve two-year terms on the Governing Board and may not serve more than two terms as board

members. A person who has served as a board member may stand for election as President. A person who has served as President may stand for election as a member of the Governing Board, provided that he/she has not been a member of the Governing Board for at least two years.

- 6.6 A prospective member of the board may (with his/her written consent) be nominated in writing to the Secretary three (3) months prior to the next General Assembly. Election by voting members will take place during the General Assembly. Alternatively, it may take place by electronic ballot among all members in good standing.
- 6.7 A General Assembly may be convened at any time to dismiss one or more members of the Governing Board, on the understanding that the Executive Director can be dismissed by the Governing Board. A member of the Governing Board will be dismissed if two-thirds of the General Assembly, or the Governing Board in the case of the Executive Director, agrees to this.
- 6.8 A member of the Governing Board may resign at any time by giving written notice to the President of the Governing Board or the Secretary of the ISSCD. Such resignation shall come into effect at the time specified therein or, if the time is not specified, upon acceptance by the Governing Board.
- 6.9 A person appointed by the General Assembly, will be temporarily responsible for the day-to-day affairs of the ISSCD for an indefinite period of time in the event of the absence or inability to act of all members of the Governing Board.

Article 7

Responsibilities of the officers

- 7.1 The officers are the President, the Executive Director, the Secretary, the Treasurer and other officers as elected by the General Assembly from time to time. The Executive Director may, but need not be a regular member of the ISSCD.
- 7.2 In the event of the temporary absence or inability to act of the Executive Director, the President shall act in the place of the Executive Director, or, in the event of the absence or inability to act of the President, the duties of the Executive Director shall be performed by the member of the Governing Board designated by the Governing Board or, in the absence of such designation, the member of the Governing Board designated by the Executive Director. The President shall also perform such other duties as may be assigned to him or her by the Governing Board from time to time; such duties may include powers assigned elsewhere or delegated to other officers. In the event of the absence or inability to act of the President, the Secretary shall act as temporary President, and if neither the President nor the Secretary are available, the Treasurer shall act as temporary President.
- 7.3 The Executive Director oversees the day-to-day operations of the ISSCD, subject, however, to the control of the President and the Governing Board. The Executive Director shall keep the Governing Board fully informed of the affairs of the ISSCD and perform all the duties that pertain to the office of Executive Director of the ISSCD and any other duties assigned to him or her by the President or the Governing Board from time to time. The Executive Director may make payments in accordance with Article 14.3 for the activities and functioning of the ISSCD.
- 7.4 Secretary - The Secretary shall keep minutes of the meetings of both the General Assembly and the Governing Board and shall give proper notice of all meetings of the

Governing Board and the General Assembly. The Secretary also conducts all the official correspondence of the ISSCD. The Secretary keeps all the official documents, including minutes, Governing Board reports, by-laws, membership lists and official correspondence, as well as relevant letters, documents and other relevant information. In addition, the Secretary performs all the duties that pertain to the office of Secretary and any other duties assigned to him or her by the Governing Board from time to time; these duties may include powers assigned elsewhere or delegated to other officers. In the event of the absence or inability to act of the Secretary, the President shall appoint a temporary Secretary from among the current members of the Governing Board.

- 7.5 Treasurer - The Treasurer is in charge of all the funds of the ISSCD, collects all membership fees and other receipts and makes payments for the activities and functions of the ISSCD in accordance with Article 14.3. At the annual meeting of the General Assembly, the Treasurer shall submit a report of the income, expenditure and financial position of the ISSCD at the close of the most recent financial year. In addition, the Treasurer performs all the duties that pertain to the office of Treasurer and such other duties as may be assigned to him or her by the Governing Board from time to time, which duties may include powers assigned or delegated elsewhere to other officers.

Article 8

Code of conduct board members

- 8.1 The Governing Board commits itself and its members to ethical, businesslike and lawful conduct, including the proper use of authority and appropriate decorum when acting as members of the Governing Board.
- 8.2 The Governing Board is responsible for the prudential oversight of the ISSCD and shall ensure that it is fiscally responsible.
- 8.3 Members of the Governing Board shall avoid conflicts of interest with respect to their fiduciary responsibility.
- 8.4 Board members shall annually disclose their involvements with other organisations, with suppliers or with any other associations, that could (reasonably) be considered a conflict. Any additional conflicts arising during the year shall be disclosed at the start of a Governing Board meeting. If an unavoidable conflict of interest related to a decision of the Governing Board arises, then the board member shall withdraw from the deliberations.
- 8.5 Board members' interaction with the public, press or other entities (e.g. government) must recognise the same limitation, which means that a board member may not speak on behalf of the Governing Board except where explicitly stated board decisions are concerned.
- 8.6 Board members shall respect the confidentiality of matters discussed at Board meetings.
- 8.7 Members of the Governing Board shall properly prepare for the deliberations of the Governing Board.
- 8.8 Board members undertake to attend scheduled Governing Board Meetings or to provide their comments in advance or after the Governing Board meeting. In the absence of an explanation acceptable to the Governing Board, a board member shall not be absent or prevented from attending more than three (3) Governing Board meetings in any financial year. A board member who is absent or unable to attend more than three (3) Board meetings in a given financial year will be asked to resign.
- 8.9 If the ISSCD is a sponsor or co-sponsor of a symposium or congress such as the International Celiac Symposium, the Governing Board may enter into agreements

whereby the ISSCD may provide security or act as a guarantor, provide support to an external party or provide collateral for the debt of an external party in respect of the symposium concerned; for other purposes, the Governing Board may enter into such agreements only with the approval of the General Assembly.

Article 9

Expert advisors, employees and other authorised representatives

- 9.1 The Governing Board may from time to time appoint agents, advisors and employees as it deems necessary, each of whom shall perform their duties at the discretion of the Governing Board, and who shall have such authority, perform such duties and receive such reasonable reimbursements as may be determined by the Governing Board from time to time.
- 9.2 Chairpersons of the operational committees are expert advisors to the Governing Board. They will ideally report to the Board quarterly, but at least once a year, and are invited to attend a Board meeting once annually.

Article 10

Remuneration for Executive Board members and officers

- 10.1 A member of the Executive Council or officers of the ISSCD may not, directly or indirectly receive any salary, remuneration or emoluments from the ISSCD, either as a member of the Governing Board or as an officer, or in any other capacity, unless authorised at a meeting of the Governing Board at which a quorum is present, by a majority vote of disinterested members of the Governing Board present at such meeting.
- 10.2 The ISSCD may not provide any loans to Board members, officers or their respective family members or to an entity in which one or more members of the Governing Board, officers or their respective family members have a financial interest.

Article 11

Operational committees

- 11.1 The Governing Board will consider authorising and supporting operational committees convened for specific purposes, which may be temporary committees, to address particular issues, such as clinical guidelines, or standing committees to organise, for example, the International Celiac Symposium (ICDS).
- 11.2 There will be a standing Governing Board to support the organisation of the biennial International Celiac Disease Symposium (ICDS). The President is the local organiser of the upcoming ICDS. The committee will be appointed by the President and final approval will be given by the Governing Board.
- 11.3 The Governing Board may convene operational committees when a majority of the members of the Governing Board are in favour. Proposals for the formation of operational committees may be submitted by a member of the Governing Board or by a voting member of the ISSCD who has the support of at least 10 other voting members of the ISSCD. Any proposal submitted to the Governing Board shall clearly state the purpose(s) of the operational committee, nominate an interim steering committee of at least five voting ISSCD members and state the internal rules of procedure. The steering committee should seek representative and well-qualified members for the operational committee as widely as possible. The Governing Board will appoint the chairperson and the steering committee will appoint the members of the committee, to be finally approved by the Governing Board.

Article 12

Convening of, and voting at, the General Assembly

- 12.1 The Board shall convene the General Assembly at least once per calendar year or as often as necessary in the opinion of the Governing Board or required by law. The venue of the General Assembly shall be specified in the notice convening the meeting.
- 12.2 To the General Assembly are admitted the board and all voting members of the ISSCD who are not suspended, as well as those invited by the Governing Board or the General Assembly. A suspended member may attend the meeting where the decision regarding his/her suspension is discussed and has the right to speak at such meeting.
- 12.3 Each member has the right to cast one vote at the General Assembly, with the exception of suspended members. Any member entitled to vote may transfer his vote in writing to another member entitled to vote. The requirement of a written form is also fulfilled if the proxy is recorded electronically.
- 12.4 The President determines the voting procedures during the General Assembly.
- 12.5 All resolutions for which no greater majority is required by law or under these articles of association shall be adopted by an absolute majority of the votes cast. If the votes on substantial matters are evenly divided, the resolution will be rejected. If a vote on persons is evenly divided, it will be decided by lot. If an election involves more than two candidates and none of them receives an absolute majority of votes, the vote shall be repeated between the persons with the most votes, if necessary after an interim vote.
- 12.6 Every member has the right to participate in, speak and vote at the General Assembly in person or by written proxy, via electronic means of communication, unless one or more of these rights have been suspended in accordance with the provisions of these articles of association. The requirement of a written form is also fulfilled if the proxy is recorded electronically.
- 12.7 For the purposes of Article 12.6, it shall in any case be a requirement that the member can be identified through electronic means of communication, directly take note of the proceedings and vote at the meeting. In addition, the member must be able to participate in the deliberations via an electronic means of communication.
- 12.8 The ISSCD Governing Board may impose further conditions on the use of electronic communication means as referred to in this article; these conditions shall be published by the General Assembly.

Article 13

Proceedings at meetings

- 13.1 The agenda of the General Assembly is determined three (3) weeks before the meeting. Topics for the General Assembly must be sent to the Secretary of the Governing Board before this time. Only in case of oversight, error, or extreme urgency may the Governing Board add topics to the agenda of the General Assembly for discussion.
- 13.2 Meetings of the General Assembly, Governing Board and all Governing Boards shall be conducted in compliance with Robert's Rules of Order, i.e.:
 - Everyone has the right to participate in a discussion if they wish to do so, before anyone is allowed to speak a second time.
 - Everyone has the right to know what is going on at all times. A speaker may only be interrupted for urgent matters.
 - Only one (1) motion may be discussed at a time.

A motion is the subject of discussion at a meeting. After being acknowledged by the President, any member may submit a motion, provided no other motions have been put forward for discussion. A motion must be supported in order to be considered. If there is no support, the motion will not be considered. Every motion must be handled (adopted, rejected, put forward, referred to a Governing Board, or postponed indefinitely).

- 13.3 All notices required under these articles of association may be given by regular mail, e-mail or other electronic means.
- 13.4 The General Assembly is chaired by the President or, in the event of his absence, by the Secretary.
- 13.5 The minutes of the meetings of the General Assembly and the Governing Body shall be prepared by the Secretary or a person designated by the President. Minutes of all meetings of committees shall be prepared by a person designated by the President. Such minutes shall be confirmed at the next meeting of the General Assembly, the Governing Body or the committee and signed by the President or the committee's chairperson.

Article 14

Financial reporting

- 14.1 The financial year of the ISSCD coincides with the calendar year.
At the meeting of the General Assembly, the Governing Board submits a report regarding its activities during the past year. The Governing Board also submits a financial balance sheet and a profit and loss account. These documents are signed by the members of the Governing Board. If the signature of one or more members of the Governing Board is missing, an explanatory note will be added. Each member has the right to request the Governing Board to fulfil these obligations.
- 14.2 At each meeting of the Governing Board, the Treasurer provides a financial update to keep the Board informed of the financial position of the ISSCD.
- 14.3 Any transaction of the ISSCD made by the Treasurer or Executive Director of more than €5,000.00 must be approved by at least three members of the Governing Board.
- 14.4 If an auditor's opinion as referred to in Article 2:393(1) of the Dutch Civil Code regarding the reliability of the documents referred to in paragraph 1 is missing, the General Assembly shall appoint a committee of at least two members who are not members of the Governing Board.
- 14.5 The Governing Board shall provide this committee with all the information necessary to show the cash, assets and financial documents of the ISSCD.
- 14.6 The Governing Board shall examine the documents.
- 14.7 If any special accounting expertise is required, the Governing Board may engage an expert for the account of the ISSCD.
- 14.8 The Governing Board reports to the General Assembly.

Article 15

Amendments to the articles of association

- 15.1 Amendments to the articles of association may only be made by a resolution adopted at a meeting of the General Assembly, in the notice convening the meeting of which the proposal for an amendment was announced.

- 15.2 Those who have made the proposal shall make the text of the proposal available at a place convenient for members at least five days before the end of the day on which the proposal is to be discussed.
- 15.3 A proposal to amend the articles of association can only be adopted with a majority of at least two-thirds of the votes cast.
- 15.4 An amendment to the articles of association shall come into effect after it has been recorded in a notarial deed. Each member of the Governing Board is authorised to sign such document.
- 15.5 Paragraphs 1 and 2 of this article shall not apply if all voting members are present or represented at the General Assembly and the resolution regarding an amendment to the articles of association is adopted unanimously.
- 15.6 After the amendments have been made, the Governing Board shall file an authenticated copy of the resolution to amend the articles of association, and of the full text of the articles of association with the Chamber of Commerce.

Article 16

Dissolution

- 16.1 Article 13 paragraphs 1, 2, 3 and 5 of these articles of association shall apply to any resolution of the General Assembly to dissolve the ISSCD.
- 16.2 The General Assembly shall decide on the transfer of the ISSCD's assets, insofar as possible in line with the objectives of the ISSCD. The assets of the ISSCD shall be transferred to a non-profit organisation operating in a similar field.
- 16.3 The financial settlement shall be carried out by the Governing Board.
- 16.4 After dissolution, the ISSCD shall continue to exist to the extent necessary for its financial liquidation. During the liquidation, the articles of association shall continue to apply insofar as possible. In documents issued by the ISSCD, the term "in liquidation" shall be added.
- 16.5 The liquidation ends when there are no more known assets.
- 16.6 Documents of the dissolved ISSCD shall be kept for seven (7) years after liquidation. They shall be kept by the person designated thereto by those involved in the liquidation.

Article 17

Articles of association and by-laws

- 17.1 The General Assembly may amend articles, or omit or add and adopt articles regarding subjects not covered or not sufficiently covered by these articles of association by a majority vote.
- 17.2 New articles may not contain provisions contrary to the law or these articles of association.

Article 18

Final stipulation

The General Assembly is authorised to adopt resolutions regarding matters not assigned to other bodies by law or under the articles of association.

APPENDIX

The following document is attached to this deed:

- minutes of the general assembly.

FINAL CLAUSES

This deed was executed in Bussum, municipality of Gooise Meren, on the date stated at the beginning of this deed.

The person appearing is known to me, civil-law notary, and the identity of the person appearing has been established by me, notary, on the basis of the designated document.

The substance of this deed was communicated and explained to the person appearing, and the consequences of the contents of this deed for the person appearing were pointed out to the person appearing by me, civil-law notary.

The person appearing declared to have taken note of the contents of this deed in good time before its execution and to agree to the contents thereof.

Immediately after its limited reading, this deed was signed first by the person appearing and subsequently by me, civil-law notary.