

CONCEPT

UNOFFICIAL TRANSLATION INCORPORATION FOUNDATION

This day, + _____, there appeared before me, mr. Johannes Karel Schurings, civil-law notary, officiating in Utrecht:
Mister Jan Auke Walburg, residing at 7582 PA Losser, the Netherlands, Judithhoeveweg 6, born in 's-Gravenhage on the eleventh day of March nineteen hundred forty-nine, acting for the purposes hereof as managing director of the foundation: **Stichting Trimbos-Instituut, Netherlands institute of Mental Health and Addiction**, established and officiating at 3521 VS Utrecht, the Netherlands, Da Costakade 45, registered at the Commercial Register under number 41265454,
hereinafter also referred to as: Incorporator.

The Incorporator stated that he has incorporated a foundation, which will be governed by the following articles of association:

NAME AND SEAT

Article 1

1. The name of the Foundation will be: **Stichting International Collaboration on ADHD and Substance Abuse**.

The Foundation may use the name Stichting ICASA as an abbreviation.

2. Its registered office will be situated in Utrecht.

OBJECT

Article 2

The object of the Foundation shall be:

- a. to develop and perform high-quality research in the field of the "Attention – Deficit/Hyperactivity Disorder", hereinafter also called ADHD);
- b. to research the relationship between ADHD and the development of substance abuse;
- c. to generate prevalence figures about ADHD in patients with substance abuse;
- d. to determine the risk and protective factors for the development of substance abuse in ADHD patients;
- e. to develop methods to prevent substance abuse in ADHD patients;
- f. to develop, test and introduce proven procedures for diagnosing ADHD patients with substance abuse;

and also to perform all further acts that are related to the above in the widest sense or may be conducive thereto.

RESOURCES

Article 3

The financial means of the Foundation shall consist of:

- a. income from its own capital;
- b. contributions and subsidies;
- c. gifts, specific legacies and inheritances, which last-mentioned items may only be accepted with the benefit of inventory;
- d. operating proceeds;

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e. other gains.

BODIES

Article 4

The Foundation shall have the following bodies:

- a. the Board;
- b. the Advisory Council;
- c. the Director:

BOARD

Article 4

1. The Board of the Foundation shall consist of five (5) members and shall be appointed for the first time by this deed.
2. The Board (with the exception of the first Board, whose members shall be appointed in office) shall choose from its number a chairman, a secretary and a treasurer. The positions of secretary and treasurer may also be filled by one person.
3. A member of the Board shall be appointed for a period of four (4) years. Retiring members of the Board may be reappointed consecutively twice. Anyone appointed to an interim vacancy shall take the place of his/her predecessor on the rotation schedule.
4. The members of the Board shall be appointed, suspended and dismissed as follows:
 - one member of the Board shall be appointed, suspended and dismissed by the University of Amsterdam;
 - one member of the Board shall be appointed, suspended and dismissed by the Bergen Clinic Foundation;
 - one member of the Board shall be appointed, suspended and dismissed by the Karolinska Institute;
 - one member of the Board shall be appointed, suspended and dismissed by the University Hospital Vall d'Hebron;In the event of a vacancy on the Board the Board shall communicate this vacancy to the body that would have to proceed to appointment of a new member of the Board on the basis of the above provisions, after which the relevant body must proceed to filling the open vacancy as soon as possible.
5. The members of the Board shall not receive a remuneration for their work as such, on the understanding, however, that expenses incurred by a member of the Board may be reimbursed to him or her.
6. If on the Board one or more members should be lacking for any reason whatsoever, the remaining members of the Board or the remaining member of the Board shall nevertheless constitute a legitimate Board. Vacancies shall be filled as soon as possible.
7. The Board may draw up a code of rules. In the code of rules the tasks, responsibilities and powers shall be regulated among the separate members of the Board.

Furthermore it may lay down the rules that are followed in the passing of resolutions.

MEETINGS OF THE BOARD AND RESOLUTIONS OF THE BOARD

Article 5

1. The meetings of the Board shall be held in places to be designated for the

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purpose by the Board, which may be located both inside and outside the Netherlands.

2. Every calendar year at least one meeting shall be held.
3. Meetings shall furthermore be held if the chairman deems this desirable or if one or more of the other members of the board should direct a request for the purpose to the chairman in writing and with an accurate statement of the items to be discussed. If the chairman does not comply with such a request in the sense that the meeting can be held within three weeks after the request, the person(s) making the request shall be empowered to convene a meeting themselves with observance of the required formalities.
4. Bar the provisions in paragraph 3 the call to the meeting shall be made by the chairman, at least fourteen (14) days beforehand, not counting the day of the call and that of the meeting, by means of a convening notice, whether or not electronically.
5. The convening notice shall state, apart from the place and time of the meeting, the subjects to be discussed.
6. As long as at a meeting of the Board all the members of the Board in office are present, valid resolutions may be passed on all subjects brought up, provided that it is done by a unanimous vote, even if the prescriptions given by the articles for calling and holding meetings have not been observed.
7. The meetings shall be led by the chairman of the Board; in his absence the meeting shall choose its own chairman.
8. The proceedings at the meetings shall be laid down in minutes by the secretary or by one of the other persons present, invited for the purpose by the chairman. The minutes shall be adopted and signed by the persons who have acted as chairman and secretary at the meeting.
9. The Board may only pass valid resolutions at a meeting if the majority of its members in office are present or represented at the meeting.
A member of the Board may be represented at the meeting by a fellow member of the Board on submission of a written proxy sufficient in the assessment of the chairman of the meeting. On that occasion a member of the Board may only act as a proxy for one fellow member of the Board.
10. The Board may also pass resolutions without a meeting, provided that all the members of the Board have been given an opportunity to express their opinion in writing, by fax or electronically. With addition of the answers received a resolution passed in that manner shall be laid down by the secretary in a record, which shall be added to the minutes after having been co-signed by the chairman.
11. Every member of the Board shall be entitled to cast one vote.
In so far as these articles prescribe no greater majority, all resolutions shall be passed by an absolute majority of the valid votes cast.
12. All the votes at the meeting shall be taken orally, unless the chairman considers a written vote desirable or one of the parties entitled to vote desires this prior to the vote.
A written vote shall be taken by means of unsigned, secret ballot papers.
13. Blank votes shall be considered votes not cast.
14. The opinion of the chairman expressed at the meeting about the outcome of a vote shall be decisive. The same shall apply to the contents of a resolution

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- passed, in so far as a vote was passed on a proposal not laid down in writing.
15. If, however, immediately after the utterance of the chairman's opinion its correctness is contested, a new vote shall be taken, if the majority of the meeting or, if the original vote was not taken by poll or in writing, one person present and entitled to vote desires this.
As a result of this new vote the legal consequences of the original vote shall be cancelled.

POWER OF MANAGEMENT AND REPRESENTATION

Article 6

1. The Board shall be entrusted with managing the Foundation.
2. The Board shall be empowered to resolve on concluding agreements to buy, alienate or encumber registered property.
3. The Board shall not be empowered to resolve on entering into agreements in which the Foundation binds itself as surety or joint and several co-debtor, gives a guarantee for a third party or binds itself as security for a debt of a third party.
4. In a resolution to that effect the Board shall be empowered to delegate to the Director its power of representation for legal acts specifically described in that resolution.

Article 7

1. The Board shall represent the Foundation in and out of court.
2. The power of representation shall also be due to two members of the Board acting together.

END OF THE MEMBERSHIP OF THE BOARD

Article 8

The membership of the board shall furthermore be terminated:

- a. as a result of the death of a member of the Board;
- b. as a result of periodic retirement;
- c. if a member of the Board loses the free control of his property;
- d. in the event of a written resignation;
- e. as a result of dismissal on the strength of section 2:298 of the Civil Code;
- f. in the event of dismissal by the Board on the strength of a unanimous resolution of all the other members of the Board without any vacancy existing on the Board.

DIRECTOR

Article 9

1. The Foundation shall have a Director who is charged with the daily management of the Foundation.
2. The Director of the Foundation shall be appointed for the first time by this deed.
3. The Board shall appoint the Director and may suspend or dismiss him.
4. The performance of the daily management of the Foundation shall be vested in the Director with observance of the provisions in article 6(4).
5. The Director shall be accountable to the Board about the performance of the daily management.
6. In a separate management statute the Board may specify the tasks and powers of the Director in more detail.
7. The Board may ask the Director to give further information in respect of the

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daily management, both incidentally and continuously.

8. The Director shall receive a remuneration for his work for the Foundation, which remuneration shall be determined by the Board of the Foundation.
9. The Director shall be entitled to attend the meetings of the Board unless the Board resolves differently.

ADVISORY COUNCIL

Article 10

1. The Foundation shall have an Advisory Council whose task shall be to give advice to the Board, asked and unasked, in connection with all the matters that the Advisory Council deems appropriate.
2. The members of the Advisory Council shall be appointed and may be suspended or dismissed by + _____.
3. The number of members of the Advisory Council shall be determined by + _____.
4. The members of the Advisory Council shall receive no remuneration for their work, but an expense allowance may be granted to them.
5. The members of the Advisory Council shall be appointed for an indefinite period; they may resign at any time.
6. For the rest the method of work shall be laid down in a code of rules to be determined by the Board.

FINANCIAL YEAR AND ANNUAL ACCOUNTS

Article 11

1. The financial year of the Foundation shall be the calendar year.
2. The Board shall be obliged to keep records of the capital position of the Foundation and of everything concerning the work of the Foundation, in accordance with the requirements that follow from this work in such a manner and to store the corresponding books, documents and other data carriers in such a manner that the rights and obligations of the Foundation may always be known.
3. Annually at the end of the financial year the books of the Foundation shall be closed and the annual accounts and an annual report shall be prepared from them by the Board within five months, bar extension of that period by a maximum of six months by the Board on the strength of exceptional circumstances, and the annual accounts shall be made available for inspection at the office of the Foundation for the members of the Board. The annual accounts shall be signed by all the members of the Board. If any signature is lacking, this shall be stated with the reason.
4. The annual accounts shall be adopted by the Board.
5. The board shall be obliged to retain the books, documents and other data carriers referred to in the paragraphs 2 and 3 during seven years.

CODE OF RULES

Article 12

1. The Board shall be empowered to lay down a code of rules in which the subjects not included in these articles are regulated.
2. The code of rules may not be contrary to the law or these articles.
3. The Board shall always be empowered to amend or cancel the code of rules.
4. The adoption, amendment and cancellation of the code of rules shall be subject to the provisions in article 13(1).

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AMENDMENT OF THE ARTICLES OF ASSOCIATION

Article 13

1. The Board shall be empowered to amend these articles. The resolution for the purpose must be passed by a majority of at least three fourths (3/4) at a meeting at which all the members of the Board are present or represented, without any vacancy existing on the board.
If at this meeting not all the members of the Board are present or represented, the Board shall call a second meeting, at the latest within fourteen days after the first meeting at which, provided that it is done by a majority of votes as referred to above, a resolution may be passed, irrespective of the number of members of the Board present or represented.
2. The amendment must be brought about by notarial deed on pain of voidness. Every member of the board shall be separately empowered to have that deed executed.
3. The members of the Board shall be obliged to deposit an authentic copy of the amendment and also the amended articles at the office of the Commercial Register kept by the Chamber of Commerce and Industry inside whose area the Foundation has its seat.

DISSOLUTION AND LIQUIDATION

Article 14

1. The Board shall be empowered to dissolve the Foundation. The resolution to be passed for the purpose shall be governed by the provisions in article 13(1).
2. After its dissolution the Foundation shall continue to exist in so far as this is necessary for the liquidation of its capital.
3. The liquidation shall be effected by the Board.
4. The liquidators shall see to it that the dissolution of the Foundation is entered in the register referred to in article 13(3).
5. During liquidation the provisions of these articles shall remain in force as much as possible.
6. Any positive balance of the dissolved Foundation shall be spent as much as possible in accordance with the object of the Foundation.
7. After the end of the liquidation the books and documents of the dissolved Foundation shall remain in the keeping of the youngest liquidator during seven years.

FINAL PROVISION

Article 15

The Board shall decide in all cases not provided for by the law and these articles.

FINAL STATEMENTS

Finally the appearer+s stated:

- a. that for the performance of the provisions in article 4(1) and (2) the following persons will initially be appointed as members of the Board of the Foundation:
 1. +, as chairman;
 2. +, as secretary;
 3. +, as treasurer;

CONCLUSION

The person appearing is known to me, civil-law notary.

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+Wherever this deed mentions "unmarried" this shall also include "not registered as a partner in the sense of the registered partnership".

Whereof a deed was executed in Utrecht on the date mentioned at the head of this deed.

The contents of the deed were stated and explained to the person appearing. The person appearing stated that +he+she had received a draft deed, that +he+she had taken note of its contents, that +he+she agreed to the contents of the deed and did not want it to be read out in full. Subsequently, after having been read out in part this deed was signed immediately by the person appearing and me, civil-law notary.