

## **Articles of Association of the Microfluidics Association**

### **Article 1.**

#### **Definitions.**

In this constitution, the following terms shall have the following meanings:

- General Meeting:

the body of the Association formed by voting members of the Association;

- Board: the Board of the Association;

- In Writing:

by letter, fax or e-mail, or by message that is transferred via another common means of communication and may be received electronically or as text, provided that the identity of the sender may be established with sufficient certainty;

- Constitution:

the Constitution of the Association;

- Association:

the legal entity to which this Constitution pertains.

### **Article 2.**

#### **Name.**

The name of the Association shall be: **The Microfluidics Association.**

### **Article 3.**

#### **Registered office.**

The Association shall have its registered office in the municipality of **Dordrecht.**

### **Article 4.**

#### **Objects.**

1. The object of the Microfluidics Association (MFA) shall be to promote the development, coordination and dissemination of both engineering knowledge and market and technical information regarding microfluidics.

It shall guide developments in the microfluidics industry and engage stakeholders from the corporate sector, universities and governments to promote the interests of the microfluidics industry,

2. The Association shall promote the development of the supply chain of the microfluidics industry and the growth and prosperity of its members. The MFA shall stimulate shared business interests of its members and promote a free and open market by defining a common vocabulary, definitions and standards.

It shall promote the training of people with the aim of implementing the defined standards and processes and it shall promote the growth of the microfluidics industry supply chain.

3. The Association shall actively support the development of industry standards where and when appropriate.

The Association shall develop activities in the spirit of its objects.

4. The Association shall have the authority to engage in activities in the spirit of its objects, including, but not limited to, the authority to collect, store and disseminate information in relation to its objects: the organisation of seminars and workshops and the authority to collect contributions and spend money on behalf of the members.

### **Article 5.**

#### **Members.**

1. Any organisation interested in microfluidics shall be welcome to join the Association as long as the member is of "high standing". A member is of "high standing" if it pays its annual membership fee as required.

A member is no longer of "high standing" if the member does not pay the annual membership fee when requested or if in the opinion of a qualified majority of the members (more than seventy-five percent (75%) of the members) the member no longer supports the interests of the Association.

If an affiliated organisation chooses to do so, it may include any or all employees of the organisation in the membership. Nevertheless, each affiliated organisation shall have only one vote on association matters decided by the members by voting.

Complementary membership for students, staff of a bona fide training institute and additional complementary memberships may be granted for a limited period of time to persons in key positions as deemed appropriate by the Board and decided by the members.

2. The Board shall keep a register of the names and addresses of all the members.

## **Article 6.**

### **Admission.**

1. The Board shall decide on the admission of members.
2. In the event of non-admission, the General Meeting may still decide on admission.

## **Article 7.**

### **Termination of membership.**

1. The membership of the Association shall end:
  - a. by the death of the member;
  - b. on resignation of the member;
  - c. by termination by the Association.

This may occur when a member has ceased to meet the requirements for membership laid down in the Constitution, when it fails to fulfil its obligations towards the Association, and when the Association cannot reasonably be required to continue the membership;

- d. by expulsion.

This may only be decided if the conduct of the member is in violation of the Constitution, regulations or the resolutions of the Association or if the member causes the Association unreasonable damage.

2. Notice of termination by the Association shall be given by the Board.

3. Termination of membership by the member or by the Association may only take place at the end of a financial year and subject to four weeks' notice.

However, membership may in any case be terminated by the end of the financial year following the financial year in which it is cancelled.

Furthermore, membership may be terminated immediately if the Association or the member cannot reasonably be required to continue the membership.

4. A termination contrary to the provisions of the preceding paragraph shall cause the membership to end at the earliest permissible time following the date on which it was cancelled.

5. A member may terminate its membership with immediate effect within one month of being notified of a resolution to convert the Association into another legal form or to merge or demerge within the meaning of Title 7 Book 2 of the Dutch Civil Code.

6. Furthermore, a member may terminate its membership with immediate effect within one month after it became aware or was informed of a resolution restricting its rights or increasing its obligations to the Association.

In that case, the resolution shall not apply to it.

A member shall not be authorised to exclude a resolution by which its financial rights and obligations have been changed by terminating its membership.

7. Expulsion from membership shall be effected by the Board.

8. A resolution to terminate membership by the Association on the grounds that a member is in breach of its obligations to the Association and that the Association cannot reasonably be required to continue the membership, and a decision to expel a member from membership may be appealed to the General Meeting within one month of receipt of the notification of the decision.

It shall be notified of the decision in writing as soon as possible, stating the reasons on which it is based.

During the term of the appeal and pending the appeal, the member shall be suspended, provided, however, that the suspended member shall have the right to account for itself at the General Meeting at which the appeal referred to in this paragraph is discussed.

9. If membership ends in the course of a financial year, the annual contribution shall nevertheless remain due in full.

## **Article 8.**

### **Annual contributions. Commitments.**

1. The activities of the Association shall be financed from the annual contributions and participation fees of individuals who participate in the activities of the Association. All funds collected by the Association shall be used for the activities of the Association as appropriate according to this Constitution.

The annual contribution for membership of the Association, and any other contribution required from the members, shall be determined by a simple majority of votes of the members of the Association (more than fifty percent (50%)), on the proposal of the Board.

Membership contributions shall be imposed by the Association to cover all or part of the costs of the activities not covered by normal operational costs. The said membership contributions shall be set by the Board at an amount per member per activity or part of the activity. The Board shall also decide on a reduction of membership contributions for association members.

2. In special cases, the Board shall be authorised to grant full or partial exemption from the obligation to pay a contribution.
3. The Board shall be authorised to attach commitments to membership, subject to the approval of the General Meeting.

#### **Article 8.a.**

##### **Management of assets and powers**

No individual shall have the authority to oblige the Association to do anything. If they do, they shall be personally responsible for the obligation and the Association shall not be responsible.

After approval of the treasurer, the chair may oblige the Association to charge up to five hundred euros (€500) for non-recurring expenses per year. The chair and the treasurer shall monitor the increase in recurring expenditure.

By a simple majority of votes, the Board may enter into one-off commitments on behalf of the Association up to a maximum of ten thousand euros (€10,000), and with regard to recurring expenditure up to a maximum of five hundred euros (€500) per year.

One-off expenses in excess of ten thousand euros (€10,000) per year shall require the approval of the members by a simple majority of votes.

New recurring expenditure in excess of five hundred euros (€500) per year shall require the approval of the members by a simple majority of the members. Any increase in existing recurrent expenditure shall not require the approval of members.

#### **Article 9.**

##### **Board.**

1. The Board shall consist of natural persons elected by the members at the annual General Meeting, on the understanding that the members of the first Board shall be appointed by this deed.

Board members shall be appointed from among the members of the Association, subject to the provisions of paragraph 2 of this article.

The Board members shall be responsible for the day-to-day management of the Association as described in the job description of the Board members. There shall be at least one (1) Board member.

2. The General Meeting may decide that one Board member shall be appointed from outside the members.

3. Nominations shall be opened three months prior to the annual members' meeting and shall close three weeks prior to the election at the annual members' meeting. Written and electronic votes shall be accepted if submitted prior to the meeting. Nominated candidates and the election shall be announced two weeks prior to the annual members' meeting. Board members shall be of "high standing" at the time of their election and shall remain of "high standing" during their term on the Board.

4. The appointment of Board members shall be made from one or more binding nominations, subject to the provisions of paragraph 5 of this article.

Both the Board and ten (10) or more members shall be authorised to make such a nomination.

The nomination of the Board shall be communicated in the notice convening the meeting.

A nomination by ten (10) or more members shall be submitted in writing to the Board before the start of the meeting.

5. Each nomination may be deprived of its binding nature by a resolution of the General Meeting passed by at least two-thirds (2/3<sup>rd</sup>) of the votes cast at a meeting at which at least two-thirds of the members are represented.

6. If no nomination has been drawn up, or if the General Meeting decides, in accordance with the preceding paragraph, to deprive the nominations of their binding nature, the General Meeting shall be free to elect.

7. If there is more than one binding nomination, the appointment shall be made from those nominations.

#### **Article 10.**

##### **End of Board membership. Retirement by rotation. Suspension.**

1. Any Board member, even when appointed for a fixed term, may be dismissed or suspended at all times by a unanimous resolution of the rest of the Board members.

The suspended Board member may request the next general members' meeting to be reinstated, this according to the rules for the election of Board members. If the suspended Board member does not submit a request or if the meeting rejects their request, the Board shall elect a successor to fill the vacant position. The choice shall be confirmed at the next general members' meeting.

If the chair, treasurer or secretary resigns, the Board shall ask one of the Board members to take over their position until the next general members' meeting

2. Each Board member shall retire no later than three years after their appointment, in accordance with a rotation schedule to be drawn up by the Board.

The resigning candidate may be re-elected; those who are appointed in an interim vacancy shall take the place of their predecessor on the rotation schedule.

3. The membership of the Board shall also end:

- a. by termination of the membership of the Association in respect of a Board member appointed from among its members;
- b. by voluntary retirement.

## **Article 11.**

### **Positions on the Board. Passing of resolutions by the Board.**

1. The Board (with the exception of the first Board whose members are appointed in office) shall appoint a chair, deputy chair, secretary and treasurer from among its members.

The following shall describe the duties of the Board members:

The chair: The chair shall be primarily responsible for the management of the Association and shall chair the annual members' meeting and the Board meetings. The chair shall have a casting vote in the event of a tied vote at a members' meeting and at a Board meeting.

The deputy chair: There shall be one deputy chair. They shall take over the duties of the chair in the absence of the chair. Together with the Board, the deputy chair shall be responsible for the planning of the general members' meeting.

The secretary: The secretary shall be responsible for the non-financial reporting of the activities of the Association. The secretary shall take care of the reporting of the general members' meetings and the Board meetings. These minutes shall be made available to the members. The secretary shall also be responsible for all non-financial correspondence relating to the Association's business activities. The secretary shall assist the treasurer with the collection of contributions, membership contributions and the recruitment of new members.

The treasurer: The treasurer shall be responsible for the overview of the financial assets of the Association. The treasurer shall keep a detailed list of the members and their contributions. The treasurer shall publish an annual financial overview and report on it to the members. The treasurer shall keep the books. They shall make these available for inspection within one month of receiving a written request for such an inspection from a member or after a written or oral request from the Board.

The general members of the Board: There may be two or more additional members with specific tasks to be determined by the Board.

Each member of the Board shall cast one vote in the Board.

The Board may appoint a deputy for each of them from among its members.

A Board member may hold more than one position.

2. Board meetings shall be convened by the chair as often as necessary or as determined for purposes indicated by the members' meeting by a simple majority. At least three Board members (or two if the number of Board members is less than four) shall be present in order to discuss Association matters.

3. The secretary shall draw up minutes of the proceedings of each meeting of the Board, which shall be adopted and signed by the chair and the secretary.

4. Board resolutions may also be passed in writing instead of at Board meetings, provided they are passed unanimously by all the Board members.

5. Standing orders containing further rules concerning meetings of and decision-making by the Board may be drawn up.

## **Article 12.**

### **Duties of the Board. Representation. Compensations.**

1. Subject to the limitations according to the Constitution, the Board shall be entrusted with the management of the Association.

2. The Board shall consist of at least one natural person.

If the number of Board members has fallen below three (3), the Board shall nevertheless remain competent.

However, the Board shall be obliged to convene a General Meeting as soon as possible to discuss the filling of the vacancy(ies).

3. The Board shall be authorised to have certain parts of its task performed under its responsibility by committees appointed by the Board.

4. With the approval of the General Meeting, the Board shall be authorised to resolve to enter into agreements to acquire, dispose of and encumber registered properties, and to enter into agreements through which the Association binds itself as surety or as joint and several co-debtor, warrants performance by third parties or provides security for the debts of third parties as well as to represent the Association in respect of these acts.

The absence of aforementioned approval by the General Meeting may be invoked against third parties.

5. The General Meeting shall be authorised to subject resolutions of the Board to its approval. These resolutions shall be described clearly and communicated to the Board in Writing.
6. Without prejudice to the provisions of paragraph 4 of this article, the Association shall be represented by the Board.  
The power of representation shall also be vested in either the chair or two other Board members.
7. Membership of the Board shall be voluntary and without compensation, other than necessary travel and accommodation expenses, at the discretion of the treasurer and the chair jointly and within estimated budgets, related to the performance of a position on the Board, shall be submitted for reimbursement.

### **Article 13.**

#### **Management report. Account and accountability.**

1. The financial year of the Association shall coincide with the calendar year.
2. The Board shall be obliged to keep records of the financial position of the Association and of everything concerning the activities of the Association in accordance with the requirements arising from these activities, and the relevant books, documents and other data carriers in such a way that the Association's rights and obligations can be known from them at all times.
3. At a General Meeting within six (6) months of the end of the financial year, the Board shall issue a management report on the state of affairs in the Association and the policy pursued, unless this period is extended by the General Meeting by a maximum of four (4) months.  
The Board shall submit the balance sheet and the state of income and expenditure with an explanation for approval to the General Meeting.  
These documents shall be signed by the Board members; should the signature of one or more of them be missing, this shall be noted, stating the reasons.  
After the term has expired each member may require the joint Board members by law to abide by these requirements.
4. Each year, the General Meeting shall appoint from among its members a financial committee of at least two (2) persons who may not be members of the Board.  
The financial committee shall examine the documents referred to in the second sentence of paragraph 3 of this article and report its findings to the General Meeting.  
The Board shall be required to provide the financial committee for its investigation all inquiries asked for, show it the cash register of the Association if requested and the values and make the books, documents and other data carriers of the Association available for inspection.
5. If the examination of the accounts requires special accounting knowledge, the financial committee may seek the assistance of an expert.
6. The instruction of the financial committee may be revoked at all times by the General Meeting, but only by the appointment of another financial committee.
7. The Board shall be obliged to keep the books, documents and other data carriers referred to in paragraphs 2 and 3 of this article for a period of seven years, without prejudice to the below provisions of paragraph 8 of this article.
8. The data placed on a data carrier, with the exception of the balance sheet and statement of income and expenditure committed to paper, may be transferred to and stored on another data carrier, provided that the transfer is made with the correct and complete representation of the data and this data is available during the entire period of storage and can be made legible within a reasonable period.

### **Article 14.**

#### **General Meetings.**

1. In the General Meeting shall be vested all the competencies within the Association that the Board has not been charged with on the basis of the law or this Constitution.
2. Annually, within six months (6) of the end of the financial year, a General Meeting - the annual meeting - shall be held.  
The annual meeting shall be organised and chaired by the chair or the deputy chair. The programme of the annual meeting shall include items of interest and relevance to the members, short announcements and association matters. A minimum of two (2) members together with the Board shall be present in order to be able to handle formal association matters.  
Among other things, in the annual meeting the following shall be discussed:
  - a. the management report and the account and accountability referred to in article 13 together with the report of the committee referred to therein;
  - b. the appointment of the committee referred to in article 13 for the next financial year;
  - c. the filling of any vacancies;
  - d. proposals of the Board or the members, announced in the notice convening the meeting.
3. Other General Meetings shall be convened as often as the Board deems advisable, or when it is required to do so by law or the Constitution.

4. Furthermore, at the written request of at least such number of members as is authorised to cast at least one tenth (1/10<sup>th</sup>) part of the votes, the Board shall be obliged to convene a General Meeting within a period of no more than four weeks after submission of the request.

If the request is not complied with within fourteen days, the applicants themselves may convene the meeting by notice in accordance with article 18 or by advertisement in at least one daily newspaper frequently read in the place where the Association has its office, with due observance of the notice period referred to in article 18.

In that case, the applicants may charge others than Board members with chairing the meeting and drawing up the minutes.

## **Article 15.**

### **Admission and voting rights.**

1. Admission to the General Meeting shall be granted to all members of the Association and to the Board member who is not a member of the Association.

Without prejudice to the provisions of article 7(8), suspended members and suspended board members shall not be admitted.

2. The decision to admit persons other than referred to in paragraph 1 of this article shall rest with the General Meeting.

3. Each member of the Association who is not suspended shall have one vote.

A Board member who is not a member of the Association shall have an advisory vote.

4. A member may cast their vote through another member authorised in Writing.

5. If the Board has offered the possibility of doing so in the notice convening a General Meeting, the members shall be empowered to exercise their voting by way of an electronic means of communication, provided that (i) the conditions to be imposed on the use of the means of communication such as the connection, security and the like are made known at the time of the convening notice; (ii) the member can be identified, (iii) the member can follow the proceedings at the meeting directly, and (iv) if this possibility has been offered, the member can participate in deliberations.

6. If the Board has offered the possibility of doing so in Writing, votes may be cast via an electronic means of communication prior to the General Meeting, but not sooner than the thirtieth day before that of the meeting, at an e-mail address especially designated for this purpose.

These votes shall be equated with votes that are cast at the General Meeting.

## **Article 16.**

### **Chairmanship. Minutes.**

1. The General Meetings shall be chaired by the chair of the Association or their deputy.

In the absence of the chair and their deputy, one of the other Board members designated thereto by the Board shall act as chair.

If the chairmanship is not provided for in this way either, the meeting itself shall provide for it.

Up until that time, the chairmanship shall be provided by the oldest person present at the meeting.

2. The secretary or another person designated thereto by the chair shall draw up minutes of the proceedings of each meeting, which shall be adopted and signed by the chair and the minutes secretary.

Those who convene the meeting may arrange for a notarial record to be drawn up of the proceedings.

The content of the minutes or notarial record shall be communicated to the members.

## **Article 17.**

### **Decision-making of the General Meeting.**

1. The opinion of the chair expressed at the General Meeting about the outcome of a vote shall be decisive.

The same shall apply to the contents of a resolution passed insofar there was a vote about a proposal which had not been put in Writing.

2. If, however, immediately after the statement of the opinion referred to in the first paragraph, its correctness is contested, a new vote shall be taken if the majority of the meeting or, if the original vote had not been taken as a roll-call vote or by ballot papers, a person entitled to vote so desires.

As a result of this new vote, the legal consequences of the original vote shall be cancelled.

3. Unless the Constitution or the law provide otherwise, all resolutions of the General Meeting shall be passed by an absolute majority of the votes cast.

4. Blank votes and invalid votes shall be considered votes not cast.

5. If in an election of persons nobody has obtained an absolute majority, a second (2<sup>nd</sup>) vote, or in case of a binding nomination, a second (2<sup>nd</sup>) vote between the nominated candidates, shall take place.

If again no one received the absolute majority, revotes shall be held until either one person has

obtained the absolute majority, or a vote has been held between two (2) persons and the votes are tied.

The said revotes (not including the second (2<sup>nd</sup>) vote) shall be between all the persons voted for during the preceding vote, however except for the person obtaining the fewest votes in the preceding vote. If in that preceding vote the smallest number of votes was cast for more than one person, the drawing of lots shall determine for which of those persons no votes may be cast any more in the new vote. If during a vote between two (2) persons the votes are tied, the drawing of lots shall decide which of these two persons is elected.

6. In the event of a tied vote, the proposal shall be rejected, without prejudice to paragraph 5 of this article.

7. All the votes shall be cast orally.

However, the chair may decide that the votes shall be cast by ballot paper.

In the case of an election of persons, a person present and entitled to vote may also require the votes to be cast by ballot paper.

Voting by means of ballot papers shall be effected by unsigned closed ballot papers.

Decisions may be taken by acclamation, unless a person entitled to vote requires a roll-call vote.

8. A unanimous resolution of all the members with voting rights, even if they are not together in a meeting, shall have the same power as a resolution of the General Meeting, provided the Board was previously informed about the proposal.

This shall also apply to resolutions to amend the Constitution or to dissolve the Association.

9. As long as all the members are present or represented at a General Meeting, valid resolutions may be passed, provided that they are passed unanimously, on all subjects to be discussed - i.e. including a proposal to amend the Constitution or dissolve the Association - even if the convocation has not taken place in the prescribed manner or any other rule concerning the convocation and holding of meetings or a related formality has not been observed.

10. Instead of at General Meetings, resolutions, also including resolutions to amend the Constitution and dissolve the Association, may also be passed in Writing, without prejudice to the provisions of articles 20 and 21.

The Board members shall be given the opportunity to advise prior to passing of resolutions.

The requirement that votes must be cast in writing shall also be met if the resolution has been laid down in Writing with a statement of the manner in which each of the members has voted and the resolution has been signed by all the members present.

## **Article 18.**

### **Convocation General Meeting.**

1. General Meetings shall be convened by the Board, without prejudice to the provisions of article 14(4). The convocation shall be made in Writing to the addresses (including e-mail addresses) of the members in accordance with the register referred to in article 5.

The convocation period shall be at least seven (7) days.

A convening notice may, if a member consents thereto in Writing, take the form of a legible and reproducible communication sent by electronic means to the address notified by them to the Association for this purpose in Writing.

2. The notice convening the meeting shall state the subjects to be discussed, as well as the country and location where the meeting is to take place, without prejudice to the provisions of articles 20 and 21.

## **Article 19**

### **Advisory board**

The Board may decide to establish an advisory board, consisting of individuals elected by the Board. They shall advise the Board on specific subjects. The members of the advisory board shall sit on the advisory board for a limited time.

## **Article 20.**

### **Amendment of the Constitution.**

1. Without prejudice to the provisions of article 17(8) and (9), the Constitution may not be amended except by a resolution of a General Meeting convened with the notice that amendments to the Constitution will be proposed therein.

2. Those who have convened the General Meeting to propose the amendment to the Constitution shall submit a copy of that proposal in which the amendments have been included verbatim, at least five (5) days prior to the meeting, in a suitable location for the members until after the day the meeting is being held.

3. A resolution to amend the Constitution shall require at least two-thirds (2/3<sup>rd</sup>) of the votes cast at a meeting at which at least two-thirds (2/3<sup>rd</sup>) of the members are present or represented.

If two-thirds (2/3<sup>rd</sup>) of the members are not present or represented, a second (2<sup>nd</sup>) meeting shall be convened after that meeting, to be held within four (4) weeks of the first meeting at which the proposal as discussed at the previous meeting can be decided upon, irrespective of the number of members present or represented, provided that a majority of at least two-thirds (2/3<sup>rd</sup>) of the votes cast is obtained.

4. An amendment of the Constitution shall not take effect before a notarial deed has been drafted. Each Board member shall be empowered to have the deed executed.

#### **Article 21.**

##### **Dissolution.**

1. The Association may be dissolved by a resolution of the General Meeting.

The provisions in paragraphs 1 and 3 of article 20 shall apply by analogy.

2. After the dissolution, the liquidation shall be carried out by the Board members.

The Board may decide to appoint other persons as liquidators.

3. If the Association ceases its activities, or if the members decide to dissolve the Association, (following a petition on which at least two-thirds (2/3<sup>rd</sup>) of the members have voted and which has been adopted by a simple majority), the Board shall, after reserving funds for all outstanding liabilities of the Association, transfer the remaining assets of the Association to non-profit organisations or other organisations selected by the Board.

4. After termination of the liquidation the books, documents and other data carriers of the dissolved Association shall remain in the custody of the person appointed by the liquidators during the period prescribed by law.

5. Moreover, the provisions of Title 1 of Book 2 of the Dutch Civil Code shall apply to the liquidation.

#### **Article 22.**

##### **Standing orders.**

1. The General Meeting may adopt standing orders.

2. The standing orders may not conflict with the law, even where they do not contain mandatory law, nor with the Constitution.

#### **Article 23.**

##### **The use of the name of the Association or its logos**

The use of the Association's name and its logos by any person or organisation shall be subject to authorisation by a simple majority of votes of the Board.

#### **Article 24.**

##### **Transition clause.**

The first financial year of the Association shall run until thirty-one December two thousand and twenty (**31-12-2020**) inclusive.

This article shall expire after the end of the first financial year.