



# **PiCC**<sup>®</sup>

UNITED

## **Articles of Association of PiCC United Stichting**

Version 1.0, May 2026

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## 1. Name and Legal Form

- a. The name of the foundation is **PiCC United Stichting**.
- b. The Foundation is a **foundation (stichting)** governed by and existing under the laws of the Netherlands, with full legal personality.

## 2. Statutory Seat

- a. The statutory seat (statutaire zetel) of the Foundation is in The Hague ('s-Gravenhage), the Netherlands.
- b. The Board may establish offices, working locations, or representation in other countries if this supports the Foundation's purpose.

## 3. Purpose

- a. The Foundation operates for the public benefit.
- b. The purpose of the Foundation is to promote, strengthen, and improve meaningful patient involvement and engagement in:
  - research,
  - healthcare,
  - policy development, and
  - society more broadly.
- c. The Foundation aims to:
  - lower barriers to participation,
  - support underrepresented and underserved individuals and communities, and
  - contribute to more inclusive, ethical, and transparent collaboration practices.
- d. The Foundation operates **exclusively on a non-profit basis** and does not distribute profits to private persons.

## 4. Assets and Non-Profit Nature

- a. All assets and income of the Foundation shall be used **solely to achieve its purpose**.
- b. No distributions shall be made to founders, Directors, or any private persons, except for:
  - reimbursement of reasonable expenses, or

- payments for services rendered at **fair market value**, provided such payments are properly documented and approved.
- c. The Foundation may generate income through lawful activities that support its purpose, including grants, sponsorships, and project-based collaborations.

## 5. Board (Raad van Bestuur)

- a. The Foundation is governed by a **Board (Raad van Bestuur)**, which is the sole governing body.
- b. The Board shall consist of at least two (2) Directors. The Board intends, as a matter of governance policy, to maintain at least three (3) Directors whenever practicable.
- c. All Directors have equal legal responsibilities and shall act collectively in the best interest of the Foundation and its purpose.
- d. The Board is responsible for:
  - strategy and oversight,
  - legal and financial compliance, and
  - safeguarding the independence and integrity of the Foundation.
- e. Board members affiliated with sponsors shall not constitute a majority of the Board.

## 6. Appointment, Resignation, Suspension, and Removal of Directors

- a. Directors are appointed by resolution of the Board.
- b. A Director may resign at any time by written notice to the Board.
- c. A Director may be suspended or removed by Board resolution, in accordance with Dutch law and principles of reasonableness and fairness.
- d. Detailed procedures relating to Board composition, terms, conflicts of interest, and decision-making are laid down in the **Bylaws**.

## 7. Founding Directors

- a. The Foundation recognises Lisbeth Oxholm Snede and Jenny Royle as Founding Directors.
- b. They were appointed at the establishment of the Foundation in recognition of their initiating role, long-term commitment, and responsibility for developing the Foundation's purpose and governance.
- c. A Founding Director may resign at any time by written notice to the Board.

- d. A Founding Director may be removed only in accordance with Dutch law and by a Board resolution adopted with due regard to the special role and contribution of the Founding Director.

## 8. Representation

- a. The Foundation is represented by the Board acting collectively.
- b. The Board may grant powers of representation to:
  - o one or more Directors, or
  - o other authorised persons, subject to limitations set by Board resolution.
- c. Representation arrangements shall be documented and aligned with applicable law and internal governance rules.

## 9. Financial Year and Accounts

- a. The financial year of the Foundation runs from 1 January to 31 December.
- b. The Board shall maintain proper financial administration and prepare annual accounts in accordance with Dutch law.
- c. Where required, financial information shall be made publicly available in line with transparency obligations.
- d. PiCC United operates a governance-based funding model with full separation between donors and decision-making. All funding is subject to risk-based due diligence and Board approval. A Sponsorship Board provides advisory input only and has no influence over governance, funding decisions, or outputs.

## 10. Internal Rules (Bylaws)

- a. The Board shall adopt **Bylaws** governing the internal organisation, operational procedures, and day-to-day functioning of the Foundation.
- b. The Bylaws may be amended by Board resolution, provided they remain consistent with these Articles and Dutch law.
- c. The Bylaws do not require a notarial deed unless required by law.

## 11. Amendments to the Articles of Association

- a. These Articles of Association may only be amended by **notarial deed**, following a Board resolution.
- b. Any amendment must remain consistent with the Foundation's public-benefit purpose.

## 12. Dissolution and Liquidation

- a. The Foundation may be dissolved by Board resolution.
- b. In the event of dissolution, the Board shall appoint one or more liquidators.
- c. Any remaining assets after liquidation shall be transferred to one or more organisations with a **similar public-benefit purpose**, and shall not be distributed to private persons.

## 13. Governing Law

- a. These Articles of Association are governed by and construed in accordance with the **laws of the Netherlands**.

## 14. Board Approval and Signature Page

This document was reviewed and approved by the Board of Trustees of **Stichting PiCC United**.

The undersigned certify that this document represents the official governing document of the Foundation and was adopted by resolution of the Board.

**Date of Approval: 01 May 2026**

Name	Position	Signature
Lisbeth Oxholm Snedé	President & Trustee	 _____
Jenny Royle	Trustee	 _____

Place: London, 21 May 2026

### Certification

We hereby certify that this version of the Articles of Association / Bylaws has been duly approved by the Board of Trustees and shall remain in force until amended in accordance with the governing procedures of Stichting PiCC United.