



# CCC Foundation

## Care Cure by Creativity

## House Rules and Regulations of the Stichting CCC Foundation

### General

These regulations are inseparable from the statutes of the Stichting CCC Foundation. The regulations are an elaboration of the articles of association and are subordinate to them.

### Definitions

In these regulations, the following definitions apply:

The foundation: the Stichting CCC Foundation was established in Arnhem, registered with the Chamber of Commerce under number 41189407.

The Articles of Association: the Articles of Association of the Foundation, as laid down in a deed of 29-01-2020 at the Notary, 026 Notary Fechner.

Objective: the objective of the Foundation included in the Articles of Association, as further elaborated in these regulations and policy plan.

The board: the board of the Foundation as referred to in Article 4 of the Articles of Association.

Donations: all financial resources that the Foundation receives for the implementation of its purpose.

Projects: activities in the context of realizing the objectives of the foundation.

### Article 1: Policy

The policy is laid down in a policy plan drawn up and adopted by the board:

1. This policy plan is updated and revised annually.
2. Any new version of a policy plan is effective the moment it has been approved in the annual meeting.
3. The policy plan is adopted before the start of the calendar year or at the latest within 4 months of the new year.
4. The policy plan shall in any case contain:
  - o an annual plan and an annual budget.
  - o insight into how the foundation raises its resources.
  - o access to the management of any assets of the foundation.
  - o access to how the assets and resources are spent.

### Article 2: The Board

- The board consists of at least 3 members, namely a chairman, a secretary and a treasurer. The board also has other board members.
- The treasurer is controlled by an Audit Committee. The Audit Committee consists of a board member designated for that purpose by the board, as well as a third person from outside the Foundation. Only natural persons can sit on the board.
- At least 2/3 of the Board members are independent of the Foundation.
- Board members are appointed for an unlimited number of years. They may be reappointed if necessary.
- Board members may not have been convicted of crimes four years before their appointment unless the board expressly deviates from this rule.



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## Article 3: Duties and powers of board and board members

### The Board:

- a. Manages and represents the Foundation.
- b. Makes board decisions.
- c. Can set up working groups/project groups for a certain period of time. These groups are dissolved after financial settlement with the treasurer and after discharge is granted by the management.
- d. Decides in ad hoc situations on expenses up to an amount of 5000 euros.
- e. Individual board members can make expenses up to a maximum amount of 1000 euros.
- f. Is authorized to obtain loans or bank credits and to provide securities to an amount to be agreed upon, to be agreed unanimously in a board meeting is decided.
- g. Is authorized to appoint employees.
- h. Is authorized to delegate part of its duties to a daily director of the foundation, with the exception of decisions that are reserved for the board.
- i. Acts within the frameworks laid down in, among other things, the policy plan, the annual budget and project budgets.

### Secretary:

- a. Presides over the board meetings and the annual meeting.
- b. Ensures that decisions are made in accordance with the law, the Articles of Association and these internal House Rules and Regulations
- c. Coordinates and directs activities.
- d. Ensures that board members perform their duties properly and informs them accordingly if this does not appear to be the case.
- e. Can, if necessary and/or desired, delegate one or more of his/her tasks to other board members.

### The Vice-President:

- a. Replaces the chairman in his absence
- b. Maintains contact with work/project groups about the progress of the activities.

### The Treasurer:

- a. Performs the financial administration.
- b. Guarantees the continuity of the financial administration, especially in case of follow-up.
- c. Prepares financial statements.
- d. Prepares the financial section of the annual report.
- e. Manages the cash, bank accounts and any savings accounts and investments.
- f. Budgets income and expenses.
- g. Assesses whether expenses incurred, and declarations, fall within the annual budget and/or the agreements made in board meetings.
- h. Maintains contacts with sponsors and subsidy providers.



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## The Secretary:

- a. The date and place of the meeting.
  - o The present and absent board members.
  - o The powers of attorney granted.
  - o The decisions taken.
- b. Prepares a summary of the meeting minutes for external communication (press, website, etc.).
- c. Prepares the non-financial part of the annual report.
- d. Receives all incoming mail, directly or through other board members.
- e. Takes note of and handles the mail, switches other board members where necessary to handle the mail and handle the resulting correspondence.
- f. Records all relevant documents and ensures that the information for the board is available.

## Article 4: Board appointment procedure

1. If a vacancy arises, new candidates can be nominated by one or more sitting board members.
2. Recruitment can also take place through advertisements, headhunters, or other networks, to be decided per vacancy by the board.
3. New board members are appointed by the board, by acclamation by the chairman or after written election.
4. Candidate board members must attend the meeting in person or must have sent a written statement of willingness to the chairman.

## Article 5: Decisions of the board

Each board member has one vote.

At least two board members can make decisions that cannot be postponed and inform the other board members of such decisions at the first opportunity.

Board members are jointly and severally liable until these ad hoc decisions are ratified at a board meeting.

Decisions are taken after being put on the agenda during a board meeting or annual meeting.

To take a valid decision, at least two thirds of the board members must participate in the meeting or have issued a written proxy.

Decisions are taken by simple majority, with the exception of exceptional situations described in the Articles of Association and these internal regulations.

If a proposal has been placed on the agenda and none of the board members present has requested a vote, then it is considered that the proposal has been adopted.

If the votes are tied, the proposal is rejected.

If the votes are tied in the election of persons, then fate decides.

## Article 6: Board meetings

The board meets at least twice a year, including an annual meeting once a year. The board also meets if the chairman takes the initiative to do so, or if two or more board members so request.

Meetings are held at the time when they are scheduled or, if the situation prevents this, within 4 weeks thereafter. Meetings for which a request has been made will be held within four weeks of the request being submitted.

If a meeting is not convened in accordance with the above requirements, each board member is entitled to convene a meeting with due observance of the provisions of these regulations. A meeting as



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referred to in the previous sentence provides its own leadership and appoints a person who is charged with keeping the minutes.

## **Article 7: The agenda and minutes**

1. Board members can submit agenda items to the secretary before the meeting. The secretary draws up the draft agenda.
2. The secretary will e-mail the draft agenda no later than 2 days before the start of the meeting.
3. At the beginning of each meeting, the agenda is definitively adopted. Board members have the option to add items to the agenda, to propose to shelve items or to move them to the next meeting, and to propose changes to the order of agenda items.
4. The secretary ensures that the decisions taken in the meeting are recorded in draft minutes.
5. The draft minutes drawn up will be discussed and adopted at the next meeting.

## **Article 8: Contribution during the meeting**

1. An active contribution is expected from board members.
2. Ideas from board members are welcome and discussed during the meeting or postponed to the next meeting.
3. The board may ask the chairman to allow persons other than board members to participate in the meeting. These persons have no voting rights. The chairman makes a decision about admission.

## **Article 9: Supervisory Board and Advice**

1. In addition to the board, the foundation has a Supervisory and Advisory Board. This ensures that the board acts in accordance with the purpose and the rules laid down in the articles of association.
2. The Council provides the board with advice if it deems it necessary. The board can also ask the Council for advice on certain matters.
3. The Supervisory and Advisory Board consists of one or more persons. They are invited to sit on the Council on a proposal from the Board.
4. Members of the Advisory Board can participate in board meetings on their own initiative or at the invitation of the chairman of the board. They have the right to speak but no voting rights.
5. The board is expected to take the advice of the Council to heart, but there is no obligation to adopt the advice. The board bears ultimate responsibility for the decisions taken in board meetings.

## **Article 10: Communication**

The board recognizes the importance of good communication with:

- o Donors, sponsors and other organizations.
- o The media.
- o The government.



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All communication is coordinated beforehand, and in cases where this is not possible, at the earliest opportunity afterwards, with the chairman and, at his request, also with the secretary and other board members.

## **Article 11: Income: donations, subsidies**

Legacies and heirlooms can only be accepted by the board under certain conditions.

Subsidies to be received can only be applied for after approval by the board. It is clearly stated which obligations the Foundation has with regard to the subsidy to be received.

Small, one-off or periodic donations are deposited into the Foundation's bank account as standard.

The foundation does not keep cash.

Donations, and subsidies received can be reserved and thus carried forward to the next calendar year.

The policy plan sets the framework for this.

## **Article 12: Expenses and declarations**

Project expenses can be paid by the board within the approved project plans.

Board members can declare private or advanced expenses and kilometers driven.

The standard form "declaration" is used for declarations, as drawn up by the treasurer.

Board members can declare holiday pay.

## **Article 13: Expulsion**

A board member can be disbarred if he/she has caused or would have caused damage to the foundation through improper management and the board member can be seriously blamed for this.

## **Article 14: Final provisions**

In cases not provided for by law, the Articles of Association and these House Rules and Regulations, the chairman decides.

These House Rules and Regulations are published on the Foundation's website.

*Adopted by mutual written agreement of the board members dated 24.06.2022*