

**DEED OF GENERAL AMENDMENT TO THE ARTICLES OF ASSOCIATION  
STICHTING IUCN NEDERLANDS COMITÉ (IUCN NATIONAL COMMITTEE OF THE  
NETHERLANDS FOUNDATION)**

On the thirty-first of December two thousand nineteen, the following person appeared before me, mr. Marringje Elisabeth de Wilde, \_\_\_\_\_  
added civil-law notary, authorised to execute deeds in the protocol of mr. Dirk-Jan Jeroen —  
Smit, civil-law notary practising in Amsterdam, the Netherlands: \_\_\_\_\_  
Mrs Melissa Isolde Aldershof, with office address Strawinskylaan 10, 1077 XZ Amsterdam—  
born in Haarlem, the Netherlands on the nineteenth of July nineteen ninety. \_\_\_\_\_  
The person appearing declared that she acted as a holder of a power of attorney of the \_\_\_\_\_  
board of the **Stichting IUCN Nederlands Comité (IUCN National Committee of the \_\_\_\_\_  
Netherlands Foundation)**, a foundation, with registered office in the municipality of \_\_\_\_\_  
Amsterdam, with its office at Plantage Middenlaan 2 K, 1018 DD Amsterdam, listed in the —  
trade register of the Chamber of Commerce under number 41180885. On the eleventh of —  
December two thousand nineteen, the board of the foundation adopted a resolution for a —  
general amendment to the articles of association of the foundation. The resolution of the —  
board of the foundation was adopted in conformity with the currently applicable requirements  
as set out in the current articles of association of the foundation. The assembly of \_\_\_\_\_  
participants of the foundation passed the resolution for amendment to the articles of \_\_\_\_\_  
association on the seventh of November two thousand nineteen. \_\_\_\_\_  
The articles of association of the foundation were amended most recently by a deed of \_\_\_\_\_  
amendment to the articles of association executed before a deputy of mr. Cornelis Hein —  
Theodoor Koetsier, civil-law notary practising in Amsterdam, on the nineteenth of March two-  
thousand twelve. \_\_\_\_\_  
The person appearing declared that she amended the articles of association of the \_\_\_\_\_  
foundation completely as follows: \_\_\_\_\_

**Articles of association**

name, registered office, duration

**Article 1**

1. The name of the foundation is: Stichting IUCN Nederlands Comité (IUCN National Committee of the Netherlands Foundation).
2. Its registered office is in Amsterdam.
3. The foundation is established for an indefinite period of time.

**object****Article 2**

The foundation has the object of promoting the preservation, restoration and sustainable management of nature and natural resources in an international perspective. It is guided by the views, the Mission Statement and the executive policies of IUCN, the International Union for Conservation of Nature (referred to hereinafter as: 'IUCN'), currently established in Gland, Switzerland, and is as such acknowledged by IUCN as a national committee.

**means****Article 3**

1. The foundation endeavours to achieve its object by:
  - a. acting as a liaison body of the organisations in the Netherlands that are a IUCN member (referred to hereinafter as: the 'participants') and Dutch members of the commissions set up by IUCN;
  - b. making IUCN, its activities and objectives more widely known in the Netherlands in the broadest sense of the word, especially with regard to the conservation and management of nature and natural resources;
  - c. encouraging the implementation of the objectives stated in Article 2 by the government, Parliament, the business community, social organisations, institutions, private individuals and relevant international organisations;
  - d. coordinating and conveying those ideas and opinions of the participants in IUCN, which are relevant to the scope of IUCN objectives;
  - e. implementing the programme of the foundation, which has been laid down in the long-term strategy plan;
  - f. executing the objectives stated in this article by developing and carrying out a communications plan and supporting or executing scientific research;
  - g. all other lawful means.

In connection with the above, the foundation may conduct legal proceedings.
2. The foundation is a non-profit organisation.

## **financial resources and funds**

### **Article 4**

1. The financial resources of the foundation are generated by:
  - a. subsidies, revenues from projects, and similar contributions;
  - b. contributions from participants
  - c. donations;
  - d. funds acquired through endowments, testamentary succession, and specific legacies;
  - e. payments for the publications issued by the foundation;
  - f. revenues from publications issued by the foundation (whether or not in cooperation with third parties);
  - g. all other acquisitions and assets.

## **bodies**

### **Article 5**

1. The foundation has three bodies: the board, the supervisory committee, and the assembly of participants.
2. The board manages the foundation and has the end responsibility for the (day-to-day) management and the implementation of its programmes and activities.
3. The supervisory committee supervises the board policy and the general affairs of the foundation.
4. The assembly of participants consists of the participants and supervises the strategy of the foundation based on the authorities granted to it pursuant to these articles of association and renders solicited and unsolicited advice to the board with respect to performing the platform function.

## **board: composition and appointment**

### **Article 6**

1. The board consists of one or more natural persons. The number of board members is determined by the supervisory committee.
2. A board member is appointed by the supervisory committee. One of the board members is appointed chairperson by the supervisory committee.
3. The recruitment and selection procedure (including the profile sketch) for a board member is based on a procedure to be determined by the supervisory committee in writing. The recruitment and selection procedure and the (generic) profile sketch will be submitted to the assembly of participants for advice.
4. Members of the board are not to be closely related to one another by blood or marriage nor be similarly related in any way.
5. Board members are appointed for an indefinite period of time. Any vacancies are to be filled as soon as possible. In the event of one or more vacancies on the board, the board will retain its authorities.
6. In his capacity of statutory board member of the foundation, a board member will not receive any remuneration, neither directly nor indirectly. This is without prejudice to the fact that a board member employed as an employee can be remunerated, since the foundation has a supervisory committee. This remuneration and the other conditions of

employment of a board member concern the relationship under labour law between a board member and the foundation.

**board: suspension, dismissal, retirement, absence and vacancy**

**Article 7**

1. Stating reasons, the supervisory committee can decide to suspend or dismiss a board member by a majority of votes. The supervisory committee will inform the assembly of participants about this decision immediately.
2. If a board member has been suspended, the supervisory committee has to decide within three months after commencement of the suspension either to dismiss the respective board member or to terminate or continue the suspension. If there is no decision as referred to in the previous sentence, the suspension will be cancelled.
3. The suspension can only be continued once and by a period not exceeding three months, commencing on the day on which the supervisory committee decides to continue the suspension.
4. The suspended board member will be given the opportunity to account for his/her actions at the meeting of the supervisory committee, assisted by a legal adviser if he/she so wishes.
5. The decision to dismiss a board member will only be made after the respective board member is given the opportunity to be heard in advance.
6. A board member also retires:
  - a. due to his/her death;
  - b. due to his/her losing the power of unrestricted management of his/her property;
  - c. due to his/her resignation;
  - d. due to termination of his/her contract of employment with the foundation;
  - e. due to a relationship by blood or marriage or a similar relationship as referred to in Article 6, paragraph 4, coming about; and
  - f. due to dismissal under Section 2:298 of the Dutch Civil Code (*Burgerlijk Wetboek*).
7. In the event of any absence or vacancy of one or more board members, the remaining board members will deputise for him/her/them. In the event of any absence or vacancy of the sole board member or all board members, the person appointed for the purpose by the supervisory committee will be charged with managing the foundation temporarily, on the understanding that the person temporarily charged with managing the foundation may not be a member of the supervisory committee, unless the supervisory committee temporarily decides to deviate from this requirement by unanimous vote and with the reasons stated.

**board: meetings**

**Article 8**

1. The board meets as often as a board member deems necessary.
2. Every board member has one vote. The adoption of decisions requires the presence of more than half of the number of board members at the meeting. A board member can

have himself/herself represented at a board meeting by another board member by a written power of attorney. A board member may represent no more than one other board member by a power of attorney.

3. The board may adopt resolutions by unanimous vote without holding a meeting as well, subject to the condition that all board members cast their vote in writing. A report is drawn up of a resolution adopted in this way, which is signed by the chairperson and kept in the minutes. The minutes are made available to the board members as soon as possible.
4. Unless these articles of association prescribe a larger majority, all board resolutions are adopted by a majority of the votes cast. If there is an equal division of votes, the proposal will be considered rejected. Blank votes are considered valid.
5. Minutes are made of the proceedings of the meeting. The minutes shall be approved by the board at the next meeting or as soon as possible and are to be signed by the chairperson and the minutes secretary.

**board: duties and authority**

**Article 9**

1. The board is charged with managing the foundation under the supervision of the supervisory committee. In the foundation, all duties and authorities not assigned to other bodies by the law or the articles of association accrue to the board. The board determines the policy and has the end responsibility for the day-to-day management. In conducting his/her duties and authorities a board member focuses on the object and interest of the foundation.
2. The following board resolutions are subject to the approval of the supervisory committee:
  - a. Allocating the use of the credit balance;
  - b. A reorganisation of or within the foundation;
  - c. Filing for suspension of payment or bankruptcy of the foundation;
  - d. Determining or changing the long-term strategy, the accompanying budget, the annual plan, and the annual budget;
  - e. Adopting the annual accounts and the annual report;
  - f. Appointing and dismissing persons with a salary or other remuneration, of which the gross amount exceeds the amount stipulated in the standing orders;
  - g. Entering into agreements in order to acquire, dispose of or mortgage registered property and to enter into agreements in which the foundation acts as surety or commits itself as a joint and several debtor, warrants performance by a third party, or provides security for a debt of a third party;

- h. Changing bank relations of the foundation, lending money, as well as obtaining money on loan, not including withdrawing money to be charged to a credit granted to the foundation that has been approved by the supervisory committee;
  - i. The power of attorney arrangement;
  - j. Making considerable expenses or investments, which are not, or not fully, included in the budget or exceed an amount to be set by the supervisory committee or which pertain to a subject to be determined by the supervisory committee as further set out by the supervisory committee in the standing orders;
  - k. Entering into, changing or discontinuing a long-lasting cooperation with one or more legal entities or organisations (or causing such cooperation to be changed or discontinued), if this cooperation, change or discontinuation is of far-reaching consequence to the foundation;
  - l. Entering into transactions in respect of which there are conflicting interests of a board member and/or members of the supervisory committee;
  - m. Adopting or amending the standing orders; and
  - n. Accepting an additional paid or unpaid job by a board member.
3. The supervisory committee can also subject other board resolutions than those aforementioned to its approval. These resolutions are to be clearly described and notified to the board in writing.
4. The absence of approval of the supervisory committee regarding resolutions as stipulated in paragraph 2 does not affect the representative authority of the board.

**board: representation**

**Article 10**

1. The foundation is represented at law and otherwise by the board. Furthermore, two board members are jointly authorised to represent the foundation. The board is also authorised to grant and withdraw the representative authority by virtue of a written power of attorney. This power of attorney may be granted to one person or two persons acting jointly.
2. In the event of a conflict of interests between a board member and the foundation and/or between the supervisory board and the foundation and/or the assembly of participants and the foundation, the provisions of Article 19, paragraph 3, are applicable.

**supervisory committee: composition and appointment**

**Article 11**

1. The supervisory committee consists of at least five natural persons. Preferably one member of the supervisory committee has to be related to a participant in the foundation.
2. The members of the supervisory committee are appointed by the assembly of participants on a binding nomination of the supervisory committee with due observance of the provisions of paragraph 1. In its nomination, the supervisory committee shall take the profile sketch as included in the standing orders into account to the highest possible extent. This profile sketch has been approved by the assembly of participants. The nomination is made with the reasons stated. The assembly of participants or individual participants may make recommendations for a nomination. The assembly of participants may cancel the binding character of a nomination, by a resolution adopted with a majority of two thirds of the votes cast at the respective meeting. The supervisory committee will draw up a new nomination for this vacancy for a different person than the person initially nominated. The assembly of participants may cancel the binding character of this second nomination too, by a resolution adopted with a majority of two thirds of the votes cast at the respective meeting. Next, the assembly of participants is free in the appointment, without a binding nomination of the supervisory committee. Additionally, the assembly of participants may conduct the appointment if the supervisory committee has not informed the assembly of participants of the nomination six months after the vacancy came about at the latest.
3. Members of the supervisory committee are not to be closely related to one another by blood or marriage nor be similarly related in any way.
4. The members of the supervisory committee resign periodically in conformity with a schedule. The members of the supervisory committee are appointed for a term of four years. The members may be reappointed once. Any vacancies are to be filled as soon as possible. In the event of one or more vacancies on the supervisory committee, the supervisory committee will retain its authorities.
5. The members of the supervisory committee do not receive any remuneration, neither directly nor indirectly. Based on the statement of expenses, the supervisory committee may decide if and to what extent the expenses made on behalf of the foundation will be reimbursed. This compensation, which is not regarded as remuneration, is stated in the annual accounts and accounted for. The members of the supervisory committee are not remunerated for the work done for the foundation.

**supervisory committee: suspension, retirement, dismissal, absence and vacancy**

**Article 12**

1. The supervisory committee may decide to suspend a member of the supervisory committee, stating the reasons. This decision requires the approval of the assembly of participants.
2. If a member of the supervisory committee has been suspended, the supervisory committee has to decide within three months after commencement of the suspension either to dismiss the respective member or to terminate or continue the suspension. If there is no decision as referred to in the previous sentence, the suspension will be cancelled.
3. The suspension can only be continued once and by a period not exceeding three months, commencing on the day on which the supervisory committee decides to continue the suspension. The suspended member of the supervisory committee is given the opportunity to account for his actions at the meeting of the supervisory committee, assisted by a legal adviser if he/she so wishes.
4. A member of the supervisory committee retires:
  - a. due to his/her death;
  - b. due to his/her losing the power of unrestricted management of his/her property;
  - c. due to his/her resigning voluntarily or periodically;
  - e. due to a relationship by blood or marriage or a similar relation as referred to in Article 11, paragraph 3, coming about; or
  - e. due to dismissal granted by the assembly of participants at the request of the supervisory board.
5. A decision to make a request to the assembly of participants to dismiss a member of the supervisory committee is adopted with the approval of all other members of the supervisory committee. The decision will only be made after the respective board member has been given the opportunity to be heard in advance.
6. The decision to dismiss a member of the supervisory committee will only be made by the assembly of participants after the respective member to whose dismissal the decision pertains is given the opportunity to be heard in advance.
7. In the event of absence or vacancy of one or more members of the supervisory committee, the remaining members of the supervisory committee shall deputise for him/her/them. In the event of absence or vacancy of the sole member or all members of the supervisory committee, the assembly of participants will take over the duties and authorities of the supervisory committee.

**supervisory committee: duties and authorities**

**Article 13**

1. The supervisory committee is charged with supervising the board policy and the general affairs of the foundation.
2. The supervisory committee is charged with the activities it has to perform pursuant to these articles of association and the standing orders. In conducting its task the supervisory committee is governed by the interest of the foundation and its affiliated organisation.

3. Without prejudice to the collective responsibility, the supervisory committee may decide to a mutual apportionment of duties and authorities.

**supervisory committee: meetings and commissions**

**Article 14**

1. The supervisory committee appoints a chairperson from its number. This resolution requires the approval of the assembly of participants.
2. The supervisory committee convenes at least four times per year and further as often as the chairperson of the supervisory committee or at least two members of the supervisory committee deem necessary.
3. The provisions of Article 8, paragraphs 2 to and including 5, apply *mutatis mutandis* to the decision-making of the supervisory committee.
4. The supervisory committee is entitled to appoint experts as advisors. Preferably, these advisors are members of IUCN commissions. On invitation of the supervisory committee, these advisors may be present at meetings. They have the right to speak and may cast an advisory vote at those meetings.
5. After consultations with the board, the supervisory committee may set up ad hoc working groups that report on their proceedings to the supervisory committee and the board.
6. The supervisory committee may delegate one or more of its authorities to commissions established from its members. The supervisory committee defines the rules for its working method and the working method (including the task) of the afore-mentioned commissions in the standing orders.

**standing orders**

**Article 15**

After the prior approval of the supervisory committee, the board lays down standing orders to provide for regulation of subjects as indicated in the articles of association, to provide for regulation of the cooperation between the supervisory committee and the board and to provide for the regulation of such other subjects as the board deems necessary

**assembly of participants: meetings**

**Article 16**

1. The assembly of participants consists of the participants, and its duties and authorities are set out in these articles of association.
2. The participants will be represented at the assembly of participants by their board members or managers authorised for the purpose or by a person designated by the participant.
3. An annual meeting is convened within six months after the end of the calendar year pursuant to the provisions of this article.  
At this meeting, at least the proposals made by the board, the supervisory committee or the participants are discussed, to be announced in the convocation to the respective meeting. Additionally, the annual accounts, the annual report – to the extent that this

report pertains to the work of the assembly of participants – and the long-term strategy— plan are submitted for discussion to the assembly of participants. The assembly of — participants will specifically test if the platform function as set out in the long-term — strategy plan is in conformity with the IUCN strategy. —

4. Except for the provisions referred to in paragraph 6 of this article, meetings will be — convened by the board. The meeting is called by a written convocation sent to the — addresses of the participants as submitted by them to the foundation. The meeting is — called in writing at least two weeks in advance, not including the day of the convocation— and the day of the meeting. The matters to be discussed are specified in the — convocation. The agenda must comply with the *IUCN guidelines for national and — regional committees.* —
5. Participants may also be called by a convocation sent by electronic means, provided — that it is a readable and reproducible message, sent to the participants' addresses — made known to the board by participants who have agreed to this form of convocation.—
6. Meetings are held as often as the supervisory committee deems necessary. — Furthermore, participants individually or collectively authorised to cast at least one tenth of the total number of votes that can be cast at an assembly of participants, can ask the board in writing to convene a meeting within four weeks after submitting the request. If— this request is not acceded to within fourteen days, those requesting the meeting may— call the meeting themselves by convocation in conformity with the provisions of this — article. In such an event, the persons making the request may put others, not being — members of the supervisory board, in charge of organising the meeting and its — secretariat and drawing up the minutes. —
7. Meetings within the meaning of paragraph 6 of this article are held with an agenda of — specific subjects, to be drawn up at the proposal of a participant or the supervisory — committee. The agenda must comply with the *IUCN guidelines for national and regional — committees.* —
8. Except for the provisions referred to in the last sentence of paragraph 6 of this article, — the assembly of participants is led by the chairperson of the supervisory committee. If — the chairperson is absent, one of the members of the supervisory committee will act as the chairperson. If the chairmanship is not provided for in this manner, the meeting itself will appoint a chairperson. —
9. The chairperson designates a person minutes secretary to record the minutes of the — proceedings of every meeting. The minutes are to be approved and signed at the next — meeting by the chairperson of the meeting and the minutes secretary. The participants— will be notified of the content of the minutes. —

**assembly of participants: admittance and voting rights** —

**Article 17**

1. The following persons are admitted to the meeting: representatives of the participants, board members, members of the supervisory committee, board members of the above-mentioned Swiss association IUCN (the Council), members of the scientific committees, and staff members of IUCN. Candidates for membership of IUCN, external experts, consultants and others may be admitted to the meeting as observers.
2. Only participants are entitled to cast a vote. One vote can be cast on behalf of every participant.
3. A participant may authorise another participant's representative in writing to vote for him/her at the meeting.
4. The board may decide that every participant is authorised to cast the vote at the assembly of participants by an electronic means of communication. To take part in the meeting as referred to in the preceding sentence, it is required that the participant's representative can be identified through the electronic means of communication, that he/she can follow the debate at the meeting directly, and that he/she is able to vote at the meeting.
5. The board may set conditions for the use of the electronic means of communication. The conditions for the use of an electronic means of communication are announced when the meeting is convened.
6. The board may decide that votes cast prior to the meeting by means of an electric means of communication are considered equal to those cast at the meeting, on the condition that they are cast on or after the fifteenth day before the day of the meeting.

**assembly of participants: decision-making and commissions****Article 18**

1. The judgment pronounced by the chairperson of the meeting about the outcome of a vote is decisive. The same applies to the content of a resolution, in so far as voting was on a motion which had not been recorded in writing. If the correctness of the chairperson's opinion is challenged by a majority of participants attending the meeting immediately after it has been pronounced, a new vote will be taken. Due to this new vote, the legal effects of the original vote become null and void.
2. All resolutions are adopted by an absolute majority of the votes validly cast, unless the articles of association stipulate otherwise.
3. Blank votes are considered valid.
4. If in the election of persons, none of the candidates has received an absolute majority of votes, a second round of voting will take place or, in case of a binding nomination, a

second round of voting between the nominees will take place. If none of the candidates has received an absolute majority of votes in this second round of voting, new voting rounds will take place until one person has obtained the absolute majority or until the votes are equally divided between the two remaining candidates. On repeated voting (the second voting round not included), the vote will be between all the persons voted for in the preceding vote, except for the person obtaining the fewest votes in the preceding vote. If more than one candidate obtained the lowest number of votes at the preceding vote, lots will be drawn to decide which candidate may no longer take part in a new voting round. In the event of a tied vote between two candidates, lots will be drawn to decide which of the candidates has won the election.

5. If the votes are tied on a motion not concerning the appointment of persons, the resolution will not be adopted.
6. All voting will be oral, unless the chairperson or one person with voting rights deems a vote by ballot desirable. Written votes must be cast by means of sealed and unsigned ballots. Resolutions may be carried by acclamation, unless a person with voting rights requires a vote by roll-call.
7. The assembly of participants may also adopt unanimous resolutions without holding a meeting, unless this takes place in writing (by e-mail or any other means of electronic communication, provided that the message is legible and reproducible) and all participants declare themselves in favour of the respective proposal. Such resolutions are added to the minutes.
8. If all participants are present or represented at a meeting, resolutions may be adopted on all matters coming up for discussion, provided that they are passed unanimously, even if there has been no convocation or if the convocation has not been observed or if any other provision for convening and holding meetings or formality connected with such provision has not been observed.
9. The assembly of participants may delegate one or more of its authorities to commissions established from its members. The assembly of participants establishes the rules for the working method of the afore-mentioned commissions in the standing orders.

#### **conflict of interests**

##### **Article 19**

1. The board, the supervisory committee and the assembly of participants guard against conflicts of interests between the foundation, its board members, members of its supervisory committee, and/or its employees, and/or the representatives of the

participants and participants. On request, every board member, participant and member of the supervisory committee is to make a statement to this extent.

2. In case of a conflict of interests concerning a board member, a member of the supervisory committee or a representative of participants and participants, the respective person has to report this to the body he or she is a member of. The respective person or participant's representative in respect of whom there is a conflict of interests shall not take part in the deliberations and decision-making related to the matter in question.
3. If there is a conflict of interests between the foundation and one or more board members, the foundation may only be represented by a person appointed for the purpose by the supervisory committee. If there is a conflict of interests between the foundation and the person appointed by the supervisory committee as referred to in the previous sentence, the foundation may only be represented by the assembly of participants. If, in that case, there is a conflict of interests with respect to one of the members of the assembly of participants, the foundation may still be represented by the assembly of participants, on the understanding, however, that the representative authority is not assigned to the persons who are parties in the conflict of interests.
4. A conflict of interests as referred to in paragraph 1 of this article occurs, for example, when juristic acts that may be valued in money are performed between the foundation and i) the persons referred to in paragraph 1 of this article; ii) persons who are related by blood or marriage or similarly related to the persons referred to at the beginning of this article; iii) legal entities of which the persons referred to under i and ii are members of the board or the supervisory board or participants or their representatives.

#### **long-term strategy plan**

##### **Article 20**

1. Periodically, and following approval by the supervisory committee, but at least once every four years, the board draws up a long-term strategy plan concerning the methods it intends to use to realise the object of the foundation.
2. In compliance with the long-term strategy plan, the board annually draws up the long-term financial framework of the foundation as well as the budget for the next financial year, the operating plan, and the means that are to be made available for this plan. In this framework, the board determines the means to be used for realising the objects, the means to be used for operating the foundation, and the reserves and the provisions. Where applicable, the board complies with the conditions stipulated by the entity granting a subsidy and/or the donor et cetera.

#### **deployment of means**

**Article 21**

1. Means are to be deployed according to the budget, unless a deviation of the budget has been approved by the supervisory committee.
2. If there are restrictions on the way the means are deployed, either by the nature of the action or by a third party, they are to be spent on the objective within a period of three years.
3. The progress of the expenditures on the objective has to be monitored and reported demonstrably.
4. The results of progress monitoring and the evaluations are to be taken into account when the new policy cycle for the coming years (the long-term strategy plan and the multi-year estimate, the budget and the accompanying plan of operations) is outlined.
5. The board shall see to it that the operational costs and the expenditures for the realisation of the objective are well balanced.

**financial supervision****Article 22**

1. The financial year of the foundation is concurrent with the calendar year.
2. The board keeps accounts of the financial state of the foundation and of everything concerning the activities of the foundation according to the requirements arising from these activities and keeps the accounts, records and other data carriers in such a manner that the rights and liabilities of the foundation may be known at all times.
3. Every year within six months after the end of the financial year, the board draws up the balance sheet and the statement of income and expenditure of the foundation, also referred to hereinafter as: the 'annual accounts'. Within the same period, the board also draws up an annual report. The supervisory committee adopts the annual accounts and the annual report. The supervisory committee can discharge the board member(s) fully or partly for actions in respect of their management.
4. At all times, every board member and member of the supervisory committee has the right to inspect all the books and documents of the foundation.
5. The board annually appoints a chartered accountant to examine the annual accounts. The chartered accountant reports to the board and the supervisory committee on his/her investigation and records the conclusion of his/her investigation in an opinion about the truthness and fairness of the annual accounts. The supervisory committee has the right to consult with the chartered accountant.
6. The board is held to keep the accounts, records and other data carriers referred to in paragraphs 2 and 3 for seven years. The data on the data carriers, excluding the annual accounts on paper, signed by the chartered accountant as referred to in paragraph 5, may be transferred to and kept on other data carriers, provided that the data is transferred correctly and completely, that the data transferred in this way will be

available for the entire seven-year period, and that the data can be rendered legible within a reasonable period of time.

7. The balance sheet and the statement of income and expenditure, together with the opinion of the chartered accountant as referred to in paragraph 5 are published every year by the board and made available to the public.

#### **amendment to the articles of association, legal merger, and legal division**

##### **Article 23**

1. The assembly of participants can only decide to amend the articles of association of the foundation on the joint proposal of the board and the supervisory committee. A board resolution is adopted by a unanimous vote at a board meeting at which all board members in office are present or represented or in the manner referred to in Article 9, paragraph 1, of these articles of association. The resolution of the supervisory committee is adopted by a unanimous vote at a meeting of the supervisory committee at which all members of the supervisory committee in office are present or represented.
2. An amendment to the articles of association becomes effective only after a notarial deed has been drawn up. Every board member is authorised to sign this deed.
3. The provisions of this article apply *mutatis mutandis* to a resolution to reincorporate, merge or divide the foundation.
4. In case of the reincorporation, merger or division of the foundation, the articles of association of the recipient legal entity after this reincorporation, merger or division stipulates that the capital as well as the fruits and income acquired by the recipient legal entity as a result of the reincorporation, merger or division may be disbursed only with the permission of the Court for purposes other than stipulated before the reincorporation, merger or division.

#### **dissolution and liquidation**

##### **Article 24**

1. With respect to a resolution to dissolve the foundation, the provisions of Article 23, paragraph 1, of these articles of association apply *mutatis mutandis*.
2. The foundation continues to exist after its dissolution as long as necessary for the liquidation of its estate.
3. The liquidation will be carried out by one or more persons appointed by the board, whether or not from its number. The supervisory committee supervises the liquidation.
4. The provisions in these articles of association remain in effect during the liquidation.
5. Under these articles of association, any credit balance after liquidation of the foundation shall be spent according to its object or shall be transferred to another acknowledged institute intended for public advancement with a similar objective.

6. After the liquidation, the books and documents of the dissolved foundation are kept for—  
seven years by the most recent liquidator or by a third party appointed by the liquidator.

**final stipulations** \_\_\_\_\_

**Article 25** \_\_\_\_\_

The supervisory committee decides in all cases not covered by these articles of association. -

**concluding paragraph** \_\_\_\_\_

The person appearing derives her authority from the resolution of the board of the \_\_\_\_\_  
foundation. A copy of the written resolution is attached to this deed. The person appearing is  
known to me, civil-law notary. The authority of the person appearing has been adequately—  
proved to the civil-law notary. \_\_\_\_\_

The civil-law notary communicated the substance of this deed to the person appearing, \_\_\_\_\_  
explained the said substance, and indicated the consequences of this deed to any necessary  
extent. \_\_\_\_\_

Next, the person appearing stated that she had taken cognisance of the content of the deed,  
that she approved of the said content, and that she did not require the deed to be read out in  
full. \_\_\_\_\_

This deed, made out in one original, was then executed in Amsterdam on the date first \_\_\_\_\_  
hereinbefore written. Immediately following its limited reading, the deed was signed by the—  
person appearing and by the civil-law notary. \_\_\_\_\_

(signed)

Mr. D.J. SMIT  
CIVIL-LAW NOTARY in AMSTERDAM  
Mr. M.E. de WILDE  
ADDED CIVIL-LAW NOTARY

ISSUED AS A TRUE COPY by me,  
mr. MARRIGJE Elisabeth de Wilde, added  
civil-law notary, in the protocol of mr.  
Dirk-Jan Jeroen Smit, civil-law notary  
Practising in Amsterdam, on  
31 December 2019