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agemeen



AMENDMENT OF ARTICLES OF ASSOCIATION
(International Debate Education Association)

This day, one July two thousand and fifteen, appeared before me, Peter Robert Duijzend, candidate civil-law notary, hereinafter referred to as: "civil-law notary", acting as substitute for Ms Sandra Vivian VIVEEN, civil-law notary in Hilversum:

1. Mr Anthony Simon Arie Sonneveldt, residing 3061 EB Rotterdam, Chris Bennekerslaan 29 E, born in Schiedam on the seventeenth of August nineteen hundred and forty-six, Dutch passport number NPLL81C32, issued in Rotterdam on the twenty-sixth of March two thousand and fifteen, unmarried and not registered as partner in the sense of registered partnership;
2. Ms Yvonne Antonia Maria Heselmans, residing 1223 AZ Hilversum, Poolsterstraat 14, born in Roosendaal and Nispen on the first of December, nineteen hundred and sixty-three, Dutch passport number NP37PJKR3, issued in Hilversum on the sixteenth of May, two thousand and fourteen, married.

PREAMBULE

The appearing persons, acting in implementation of the resolution to be mentioned below, declared that in this deed they wish to amend the articles of association of the association with full legal capacity: **International Debate Education Associaton** (also abbreviated as: **IDEA**), having its registered office in Amsterdam, with address Keizersgracht 100, 1015 CV Amsterdam, registered in the commercial register of the Chamber of Commerce under file number: 34123716, hereinafter to be referred to as: "**IDEA**".

The decision to amend the articles of association by the General Assembly of IDEA is evidenced by the

minutes of the relevant meeting, held in Bratislava (Slovakia) on twenty-seven August two thousand and fourteen.

By the aforementioned resolution, they, the persons appearing, were authorised to draw up, execute and sign the deed amending the articles of association of IDEA.

A certified copy of said minutes evidencing the foregoing shall be attached to this deed.

AMENDMENT OF STATUTES

The appearing persons, acting as aforesaid, then declared in response to the aforesaid resolution to amend the Articles of Association and in implementation thereof, to amend the Articles of Association of IDEA in such a way that IDEA shall be governed with effect from this day by the following entirely newly adopted Articles of Association, reading as follows:

I. NAME, REGISTERED OFFICE

- 1.1 The association bears the name "International Debate Education Association" or its English abbreviation "IDEA" (hereinafter referred to as "IDEA") and is registered in the Netherlands as an international organisation of public benefit, not for profit, in accordance with Dutch law.
- 1.2 IDEA's registered office is located in Amsterdam, the Netherlands. IDEA's board may, by majority vote and in accordance with all applicable Dutch laws, establish and transfer the address of IDEA's registered office to anywhere, in the Netherlands or abroad.
- 1.3 The board may, both in the Netherlands and abroad, establish branches, subsidiaries and/or establish representative offices, including legal entities, to be registered and/or established in accordance with the laws and customs of the relevant country of origin. The regulations of such branches, subsidiaries or representative offices, shall not be contrary to the provisions of these

statutes.

- 1.4 IDEA operates in the territory of the Netherlands and in other countries that the board decides, in its full discretion, are appropriate for the achievement of IDEA's public benefit and non-profit goals and objectives.

II. GOALS AND OBJECTIVES OF IDEA

- 2.1. IDEA's aims and objectives are exclusively charitable and educational and include promoting an open society by – supporting activities that promote the free exchange of ideas, tolerance, critical thinking and international cooperation. –
To try to achieve these goals and objectives, IDEA:
- (a) conducting, directing, coordinating, participating in and participating in educational, charitable, humanitarian and other programmes and activities of public benefit support, whether programmes and activities of IDEA or of other legal entities or subdivisions thereof, which
 - (i) promote the aims and objectives of IDEA.
 - (ii) encourage the development of an open society, democracy, democratic values, freedom and human rights.
 - (iii) Promote the collective common goals and objectives of its members, by increasing the potential for external funding for the work carried out by members of IDEA implemented and led programmes and activities, increase their collective credibility and improve their effectiveness.
 - (b) conduct, direct, coordinate, participate in and support other programmes and activities that the board, in its full discretion, deems constructive and appropriate for the furtherance of the aims and objectives of IDEA, in accordance with the provisions of Dutch law, concerning non-profit public benefit activities.
- 2.2 IDEA may provide financial, material and other support to natural and legal persons carrying out programmes and activities that promote the aims and objectives of IDEA.
- 2.3 Subject to the other articles of these bylaws, IDEA complies with the requirements for charities and organisations with an educational purpose as set out in section 501(c)(3) of the US tax code (the United States Internal Revenue Code). Accordingly, IDEA will not engage in any activities that violate the tax exemption as articulated in this section of the law.
- 2.4 IDEA may not participate in or interfere (including the publication of any statements) with any political campaign in favour of or against any political party, or candidate for public office.
- 2.5 IDEA has not been established for the purpose of monetary gain or financial advantage and no part of its assets, income or profits may be distributed or benefit any private person. However, reasonable compensation may – be paid for services provided to or for IDEA to promote – of one or more of its purposes.

III. MEMBERSHIP

3.1 Membership

- 3.1.1 IDEA has one category of voting members: Debating Organisations. Voting membership is open to organisations:
- (i) which are public benefit organisations or other non-governmental, not-for-profit organisations established under the Act of the country concerned, anywhere in the world;
 - (ii) who have a stable debate programme within their organisation with on at least two hundred (200) stable beneficiaries (members of debate clubs or similar) at national, regional or international level;
 - (iii) that are democratically run-which for this purpose is defined to mean that the leadership of the organisation is elected in a fair manner with an anonymous vote, and/or that they have an independent body that oversees the work of the board (such as a supervisory board)
 - (iv) that have been in existence for three (3) years or more or have resulted from a merger of organisations, each of which existed for at least three years before the merger came about;
 - (v) Whose annual income is five thousand euros (€5,000.00) or more.
 - (vi) who have been non-voting members for at least one year and who have personally attended at least one General Assembly attended before they became voting members, except if they were already were members with voting rights on twenty-seven August two thousand and fourteen.
- 3.1.2 The board will determine in an internal regulation the requirements to be met by non-voting members of IDEA.
- 3.1.3 Membership of IDEA is open to any legal entity that meets the following conditions:
- (a) meets the conditions of membership, as stipulated in article 3.1.1 of these Articles of Association;
 - (b) supports the aims and objectives of IDEA; and
 - (c) promises to abide by these Statutes and the decisions of the Board.
- 3.1.4 If in accordance with Article 3.1.2 of these Statutes IDEA has non-voting members, non-voting membership of IDEA shall be open to any natural or legal person meeting the following conditions:
- (a) supports the aims and objectives of IDEA, and
 - (b) IDEA wishes to help pursue its goals and objectives.
- 3.1.5 The term 'voting member' is used in these Articles of Association to designate a legal entity as defined in Article 3.1.1 of these Articles of Association. The term 'non-voting member' is used in these Statutes to denote of a natural or legal person as defined in Articles 3.1.2 and 3.1.4 of these Articles of Association. Where reference is made in these Articles of Association to "member" without further indication of voting or non-voting status, this refers to both voting and non-voting members as defined in Articles 3.1.1,3.1.2 and 3.1.4 of these Articles of Association.
- 3.1.6 Every member that is a legal entity,must be incorporated in accordance with the laws and customs of its respective country of origin and should be guided by principles of democracy and equal opportunities.
- 3.1.7 Every member who is a legal entity must appoint a person to act as its representative on its behalf in relation to matters

of IDEA, including but not limited to participating and voting during – the meetings of the General Assembly. They may appoint an alternate representative, who will act in the absence of the representative. Any member is entitled to replace the said representative or alternate representative by giving written notice to the Board of IDEA and in accordance with any other rules specified in the Internal Procedures. If the board of IDEA, in its sole discretion, considers that a representative or alternate representative of a member does not meet the criteria specified in the Internal Procedures of IDEA, the board may refuse to recognise or continue to recognise said representative or alternate representative of a member, and may ask said member to appoint another representative or alternate representative who meets these criteria. Such refusal shall be final and become effective immediately upon notification to the member concerned

3.1.8 A person appointed as representative or alternate representative of a member that is a legal entity may not also be a board member of IDEA. If a representative or alternate representative of a member that is a legal entity is elected as a member of the IDEA Board, that person is deemed to have automatically resigned as representative or alternate representative of the said member, and the said member must appoint a replacement as soon as possible thereafter.

3.2 Accession of members
 Decisions regarding the admission of new voting members shall be made by the Board, in accordance with such procedures as may be determined by the Board in the Internal Regulations and other relevant provisions of these Bylaws. Before admitting a new member, the Board will consult the voting members of IDEA on the application received for membership of IDEA. The decision to join is taken by the Board by majority vote. The Board may give reasons for its decisions on admission as a member. Those decisions are final unless overturned by the General Assembly by a majority vote, in which case legal entities whose membership was approved by the board may not participate in the General Assembly vote on decisions concerning their own accession. Decisions concerning the accession of new non-voting members shall be taken in accordance with the internal procedures and other relevant provisions of these Statutes.

3.3 Termination of membership

3.3.1 Membership of voting members shall be terminated at any time

- a) by termination by the member, or by dissolution of the member;
- b) by a the Board by a decision taken by a two-thirds majority , except if overruled by a two-thirds majority of the – General Assembly if:
 - (i) the member fails to fulfil his obligations to IDEA as the reflected in the articles of association and internal procedures;
 - (ii) the member's activities the achievement of the purposes of –

- IDEA in the way; _____
- (iii) the member has caused damage to IDEA; _____
- (iv) the member has ceased to fulfil the conditions of being a voting member as it is described in the bylaws and the member has not provided sufficient justification for this manner to the IDEA Board. _____
- 3.3.2 Voting members of IDEA should be committed to the objective of IDEA and should be willing to contribute to the realisation of the objective of IDEA to contribute. Voting members should therefore participate – participate in the decision-making process within the association by either being present or represented at meetings of the General Assembly where decisions will be taken. In the event that a voting member fails to attend two (2) consecutive meetings of the General Assembly present or represented – are, the board may convert the membership concerned into non-voting membership by notifying the voting member concerned in writing of its decision to that effect. The voting member concerned may object to this decision of the board and request the General Assembly to reverse the decision by a majority vote. _____
- 3.3.3. Membership of non-voting members shall be terminated at any time: _____
- (a) on termination by the member, the death of a member or if the member _____
- (b) by a decision taken by the board by a majority if: _____
- (i) the non-voting member does not fulfil his obligations towards – IDEA as decided in the Statutes and internal procedures; _____
- (ii) the member's activities the achievement of the purposes of – IDEA in the way; _____
- (iii) the member has caused damage to IDEA. _____
- 3.3.4 All decisions of the General Assembly mentioned in article 3.3.1 and 3.3.2 mentioned above, are final and unappealable. _____
- 3.3.5 Appeals against all decisions of the board mentioned in article 3.3.2 or article 3.3.3 above may be lodged with the General Meeting at the next meeting thereof. During the appeal period and pending – the appeal, the voting member's rights are suspended. _____
- 3.4 Membership fee** _____
- 3.4.1 All voting and non-voting members of IDEA shall pay IDEA a membership fee, the amount of which shall be determined by the board established, in accordance with internal procedures. The board may, upon request – of the member concerned in case of serious problems, waive all or part of a membership fee. _____
- 3.4.2 Any member who fails to pay her or his membership fee after receiving proper notice thereof from IDEA shall be deemed to have resigned as a member, pursuant to Article 3.3 of these Statutes. _____
- 3.4.3 If membership ends during the financial year, the membership fee shall remain due in full. _____

IV. GOVERNANCE STRUCTURE

4.1 **The General Assembly**

- 4.1.1 The General Assembly is composed of all voting members of IDEA and its meetings are also open to non-voting members of IDEA. The General Assembly has the utmost power to enable IDEA to – to achieve overall goals and objectives.
- 4.1.2 Except as otherwise provided in these Articles of Association, the general meeting has the ultimate power to:
- (a) elect and remove members of the Board, except for Board members appointed by the Board in accordance with Article 4.2.3 of this – Statutes;
 - (b) Approve the bylaws of IDEA and amendments thereto;
 - (c) decide to dissolve, liquidate and reorganise IDEA, entirely – often in part, in accordance with the requirements of applicable Dutch law;
 - (d) approve the annual budget and annual accounts of IDEA;
 - (e) approve the admission or expulsion of members of IDEA based on the – conditions specified in these Statutes; -----
 - (f) establish sections IDEA to represent common interests – of members of IDEA; and
 - (g) to decide on the overall goals and objectives of IDEA.
- 4.1.3 The General Assembly shall meet at least once a year at the statutory seat of IDEA, or at such other place as may be determined by the board elected. Notification of this meeting or the meeting being convened – called on the basis of Article 4.1.5 of these articles of association, shall be sent to all members entitled to vote at least one month before the date set for that meeting. Such notification shall be accompanied by an agenda.
- 4.1.4 An extraordinary meeting of the General Assembly may be called by the Board whenever the interests of IDEA so require, or at the written request of a number of members entitled to vote who are entitled to cast at least one-tenth (1/10) of the votes at a meeting of the General Assembly. If, within fourteen (14) days of receipt of such a written request, the Board does not convene a extraordinary meeting, the group making the request may call the – extraordinary meeting itself, appoint a member to chair the meeting and another member to prepare the minutes of the meeting. Such a meeting shall be valid or binding only if at least twenty (20) working days – written notice of that meeting is given. sent before the date set for the meeting and accompanied by of the meeting agenda.
- 4.1.5 The board may convene an extraordinary meeting of the General Assembly to be held with the use of electronic or other means, as they currently exist or as they may occur in the future, including but not limited to email, fax and internet voting, provided the following conditions are met:
- (a) Voting members are able to communicate with each other in "real time", simultaneously;
 - (b) Each voting member can be identified;
 - (c) Any voting member can hear or read the contributions of other voting members directly during the meeting;

- (d) Every voting member can cast his vote in a verifiable manner; and
- (e) Confidentiality and secrecy will be ensured if a vote takes place by secret ballot.
- 4.1.6 All voting members are entitled to vote and have one vote.
- 4.1.7 Voting members may be allowed to vote on certain agenda items of a meeting, provided the following conditions are met:
- (a) The agenda shall announce each item on which voting members can vote prior to the meeting, as well as the manner in which voting members can vote;
- (b) Agenda items voted on in this manner do not require debate or consultation among members, including but not limited to matters such as approval of minutes of previous meetings and election of members of the board or other committees of the association.
- (c) Each voting member can be identified;
- (d) Votes may be cast only through the use of electronic means, as they currently exist or as they may occur in the future, including but not limited to email, fax and internet voting;
- (e) Every voting member can cast his vote in a verifiable manner;
- (f) Confidentiality and secrecy will be ensured if the vote takes place by secret ballot; and
- (g) Votes cast through the use of electronic means in accordance with this Article shall be added to the votes cast at the meeting.
- 4.1.8 Each voting member may be represented at an ordinary or extraordinary General Meeting by a proxy who must also be a voting member. A voting member may hold no more than one (1) proxy. All proxy documents shall be submitted to the person chairing the meeting before the start of the meeting, as described in Article 4.1.9 of these Articles of Association.
- 4.1.9 All plenary sessions of the General Assembly are chaired by the Chairman of the Board or, in the absence of the Chairman, by a person elected by the members of the board present.
- 4.1.10 The General Assembly can only validly deliberate if half (1/2) of the voting members of IDEA are present or represented at the meeting.
- For the implementation of this provision, participation, either individually or through a proxy, shall be considered in the same manner as presence or representation at a meeting organised in accordance with Article 4.1.5 or 4.1.8 of these Articles of Association. Except as otherwise provided in these Articles of Association, resolutions of a General Meeting at which a quorum is not present shall not be valid or binding unless unanimously supported in writing by all members entitled to vote.
- 4.1.11 Except as otherwise provided in these Articles of Association, all decisions by the General Assembly shall be taken by a majority of the votes cast at the meeting. In the event of an equality of votes, the vote of the person who cast the meeting presides decisively. All decisions shall be made to all voting members of IDEA announced.

- 4.1.12 Except as otherwise provided in these Articles of Association, the minutes of each plenary meeting shall be recorded in a register, signed by the Chairman of the Board and made available by the Chief Executive Officer at disposal of voting members shall be held at the seat of IDEA or at any other place designated in IDEA's internal procedures.
- 4.2 The Board**
- 4.2.1 IDEA is governed by a Board consisting of at least five (5) and not more than twenty-five (25) members, not all of whom need to be members of IDEA. At least a majority of the members appointed by the General Assembly of the board must consist of staff or board members of a voting member or active participants (as debaters, trainers, coaches) in a debate programme coordinated or led by a voting member.
- 4.2.2 The Board shall determine by majority vote the maximum number of members of the Board, provided that the limits set out in Article 4.2.1 of these Statutes are respected. The General Assembly takes a final decision on the number of open positions in the Board, up to the limit set by the Board, before starting the election procedure at a meeting of the General Assembly. In addition to the members of the Board, the Board itself may appoint additional Board members, provided such appointments, constitute less than half of the total number of members of the board, as determined by the board.
- 4.2.3 The board may, by majority vote, appoint one or more persons who need not be members of IDEA to serve as non-voting Honorary Members of the board. The board will define the privileges and duties of the Honorary Members at determine their appointment, but shall not under any circumstances grant to the said honorary members delegate any powers that are entirely under the authority and discretion of the board, as defined in Article 4.2.20 of these Articles of Association.
- 4.2.4 Members of the Board shall be elected or appointed for a term of three (3) years. Members of the Board may be re-elected or re-appointed only once for a consecutive term of three (3) years. A member of the board who has completed two (2) terms should therefore resign and can may not be re-elected or appointed to the Board until at least one (1) year has elapsed.
- 4.2.5 The criteria for selection of board members by the General Meeting or by the board include: commitment to the principles of an open society; understanding of how to support the aims and objectives of IDEA, recognised competence, commitment to institutions or professions or sectors of society with which the association wishes to cooperate in the implementation of the programmes of IDEA; ethnic, geographical and/or linguistic diversity; and the ability to work collegially with other members of the board and IDEA staff.
- 4.2.6 Any member of the Board may resign at any time by giving written notice to the President. Unless otherwise decided of the board, the resignation shall take effect on the time, and, except as otherwise provided in the notice, the acceptance of the resignation by the board is not required in order for said resignation

take effect.

4.2.7 Provided it is approved by the General Assembly, the board may, by a two-thirds (2/3) majority vote, order any member of the board to – for a reason determined by them. The deposition or dismissal of to the any member of the Board, terminates that person's membership of the Board and all rights, privileges, duties and obligations relating thereto.

4.2.8 Vacancies that arise on the board for any reason may go entirely to – own discretion of the Board by a majority vote of the Board members then in office – shall be filled, notwithstanding the absence of a quorum, provided that said – appointments, added to the appointments made in accordance with Article 4.2.3 of – these Articles of Association, are less than the

half of the total number of members of the board as authorised by the board – constitute. Any member of the Board so elected will hold office until the next – Annual General Meeting.

4.2.9 The board shall have all necessary powers to govern and manage IDEA, subject to the – powers reserved to the General Assembly. The board may exercise additional powers – thereon, as long as such powers are in accordance with the law and obligations – applicable to not-for-profit social organisations established according to the principles – as reflected or adapted, if any, guided by the – powers. The powers of the board include, but are not limited to, the – next:

- a) convening and setting the agenda for the General Meeting as stipulated in – Article 4.1.5 of these Articles of Association;
- b) drafting IDEA's internal procedures and amendments thereto, in accordance – with Article 8.1 of these Statutes;
- c) the preparation of the budget and annual accounts submitted to the – General Assembly;
- d) the appointment and/or dismissal of the Managing Director –
- e) monitoring and exercising the binding right of approval and/or veto over the – administration of IDEA, whenever the board deems it necessary;
- f) decide how the overall guiding principles, priorities and philosophy – of – IDEA are applied, and which programmes should be developed for this – application;
- g) conducting audits or appointing auditors to report to the board in relation to – finances, activities – or other operations of IDEA;
- h) requesting reports from the staff of IDEA, at the board's discretion and at – such times and frequency as the board deems entirely appropriate;
- i) any other power relating to the organisation or activities of IDEA, the exercise of – which is at the sole discretion of the board – deemed desirable, appropriate or effective;
- j) raising or receiving donations, grants, legacies or other contributions to – IDEA;
- k) decide how the funds received by IDEA will be distributed or spent;

- l) decisions to enter into agreements to buy, sell or encumber registered property or to enter into agreements whereby IDEA acts as guarantor or joint and several co-debtor, performance by a third party guarantees, or undertakes to provide security for the debt from a third party.
- The board will inform the General Assembly of decisions taken as referred to in Articles 4.2.9 (b) and 4.2.9 (d) of the Articles of Association.
- 4.2.10 Members of the board do not receive compensation for the performance of their duties but may be reimbursed for expenses incurred in connection with the performance of duties and functions as members of the board.
- 4.2.11 The board shall elect a Chairman and a Vice-Chairman from among its members. The board may appoint and fill other positions if deemed necessary and indicated. The position of Chairman or Vice Chairman can only be held by a person who is an active participant of her or his respective Debating Organisation or of IDEA. All officers shall exercise their function during their term on the board and may be reappointed by the board to the same position without restriction if they are re-elected as members of the Board. At every meeting of the Board, the Chairperson or, in his absence of the President, by a person appointed by the members of the board present is elected. At each board meeting, a person will be designated to record the minutes of the board meeting. This person need not be a member of the board.
- 4.2.12 The Board shall meet at least semi-annually, and at least once a year in person. An Extraordinary Meeting of the Board may be called by the Chairman of the board be convened whenever the interests of IDEA so require, or at the written request of one-third (1/3) of the members of the board. If the President does not convene an extraordinary meeting within a period of ten (10) days after receipt of such written request, the group making the request, convene the extraordinary board meeting and appoint a member to chair the meeting and appoint another member to take the minutes of the meeting. Extraordinary meetings of the board need not be held in person and may be held at a manner specified in the notice of the meeting, including conference calls, video conferences, correspondence, email or fax, provided that notice is given to all members of the board at least ten (10) calendar days in advance, together with an agenda and sufficient information to enable a
- 4.2.13 to decide on the items listed on the agenda. – A member of the board may be represented at a meeting of the board by a proxy, who must also be a member of the board. – A board member may represent no more than one (1) other member. All proxy documents shall be submitted to the Chairman of the Board before the start of the meeting. However, a member of the Board may only vote by proxy at no more than two consecutive meetings without the prior consent of the Board.
- 4.2.14 Except as otherwise provided by the board or the ~~General~~ Meeting, at least one-third (1/3) of all members of the Board and at least half (1/2) of the elected members of the Board then serving in

- are in office, present or represented to constitute a quorum and enable the board to validly deliberate and decide on all matters duly placed on the agenda and delivered.
- 4.2.15 The board may, at its absolute discretion, invite any number of staff, officers or members of the General Assembly or members of the public to attend any part of a meeting of the board as non-voting observers. The Board may at any time and for any reason request any or all observers to leave the meeting of the Board.
- 4.2.16 IDEA is represented by, and is accordingly bound by the acts of (i) the Board, or by (ii) the Chairman and Managing Director acting jointly.
- 4.2.17 The board may, by resolution approved by a majority of the full board or pursuant to a provision approved in the Internal Procedures of IDEA, delegate to one or more standing or special committees, including but not limited to a Daily Board, or to one or more people, such powers as are determined by the board and authorised by law.
- 4.2.18 Except as otherwise provided in these Articles of Association, all resolutions shall be approved by a simple majority of the votes cast by the board votes. In the event of an equality of votes, the person chairing the meeting has the casting vote. All decisions shall be announced to all members of the board.
- 4.2.19 The minutes of each meeting shall be recorded in a register, signed by the Chairman of the Board and kept available to the members of the Board by the Chief Executive Officer.
- 4.2.20 Except as otherwise provided in these bylaws, the board shall at all times retain full control and discretion over the distribution of funds received by IDEA, and shall not enter into any agreement with any person or organisation which might in any way limit the board's control or discretion. The board will not declare to anyone from whom it raises or receives gifts, grants, legacies or contributions that any funds will not be distributed at the discretion of the board. The board may solicit and receive gifts, grants, bequests or contributions for a specific project which has been examined and approved by it as being conducive to the expressed aims and objectives of IDEA. The board may, at its sole discretion, refuse any gift, grant, legacy or contribution to which a condition or restriction is attached and return to the donor any contribution actually received to which a condition or restriction is attached.
- 4.2.21 IDEA's Board members, experts, advisers and staff must manage IDEA's affairs in a way that best serves IDEA's interests promotes; conflict or apparent conflict between their personal interests and avoid those of IDEA; and ensure that their functions do not give them any undue advantage. IDEA's Board members, experts, consultants and staff must comply with the Conflict of Interest Policy set out in IDEA's Internal Procedures. In addition, Board members are, experts, consultants and the staff of IDEA, of whatever level, are subject to and must comply with a set out in IDEA's Internal Procedures.

policy on gifts.

4.3 The Managing Director

- 4.3.1 The board may appoint a Managing Director, who will hold her or his office until she or he is removed by the board, or resigns. The deposition or resignation of the Managing Director put an end to the authority of that person to participate in the board, committees, programmes, operations or other activities of IDEA, unless otherwise disposed of in writing by the board.
- 4.3.2 The duties of the General Manager shall be determined by the board. The General Manager shall report to the board at times determined by the board to be determined entirely at its discretion, regarding the activities, programmes and expenses of IDEA.
- 4.3.3 The Managing Director is authorised to act in the interests of IDEA in order to carry out the actual activities of the association within the limits of the rights and obligations entrusted to her or him by the board. The General Manager may, according to her or his at its discretion, or at the suggestion of the board, a Deputy Director or Appoint Finance Director, subject to prior approval by the board.
- 4.3.4 The Managing Director may call any meeting of the board in an ex officio, non-voting capacity, unless the board requires otherwise. The board is free to decide to hold meetings attended exclusively by members of the board.

V. BUDGET, REPORTS AND ACCOUNTS

- 5.1 The financial year begins on 1 January and ends on 31 December each year. Each year, the Board submits the annual accounts for the past financial year and the budget for the next financial year to the General Assembly for approval. At the request of the Board or the General Assembly, a chartered accountant may conduct extraordinary audits.
- 5.2 The board may appoint an Internal Audit Committee, consisting of a person appointed by Board member appointed by the Board and a member of the General Assembly appointed by the General Assembly. The Internal Control Committee serves the board and the General Assembly as the main working group responsible for developing policies on expenditure and financial matters for recommending a chartered accountant to conduct the annual audit of IDEA's financial statements and of the terms and conditions regarding the remuneration and activities of that chartered accountant, and for assisting the Board and the General Assembly, in connection with any other financial matters, which require either special expertise or independence. The Internal Audit committee oversees the controls of IDEA. The Internal Audit Committee has no decision-making power unless such power is delegated to it by the Board or the General Assembly. The Internal Control committee is appointed or elected for a term of office at the time of their term to be determined by appointment or election.
- 5.3 Annual reports of IDEA are kept in accordance with the procedures and accounting policies determined by the board and according to the provisions of applicable Dutch law.

VI. SOURCES OF OWNERSHIP AND EXPLOITATION

- 6.1 The property and funds necessary for the existence and operation of IDEA are provided by funding sources approved by the Board, in accordance with applicable Dutch law. IDEA may exercise ownership of office buildings, properties and assets both cash and immovable and will use them exclusively to further the aims and objectives of IDEA as set out in these bylaws.
- 6.2 IDEA is authorised to take out or grant loans and a security interest in its assets, as well as grants and contributions for its objectives. IDEA has the right to exercise all other powers – exercise which the law now or hereafter grants to non-profit public benefit organisations with the above-mentioned objectives, or which are necessary – for or result from the exercise of the powers so granted. –

VII. AMENDMENT OF THE ARTICLES OF ASSOCIATION AND DISSOLUTION OF IDEA

- 7.1 Without prejudice to the requirements of Dutch law, any proposal to amend these Articles of Association or to dissolve IDEA must emanate from the Board or from two-thirds (2/3) of the voting members of IDEA.
- 7.2 In case of such a proposal, the board shall notify the members of IDEA of the proposal and of the date, place and hour of the General Meeting that will decide on the proposal at least six (6) weeks before the date of the aforementioned General Meeting.
- 7.3 A resolution to amend these Statutes or to dissolve IDEA must be approved by a two-thirds (2/3) majority of the voting entitled members of IDEA votes cast. -----
- 7.4 The General Assembly shall determine the conditions and procedure for the dissolution and liquidation of IDEA. In the event of dissolution, liquidation or reorganisation, all remaining assets of IDEA, after all obligations to creditors have been fulfilled, shall be retained, allocated or distributed by the Board, at its sole discretion and as permitted by Dutch law, between organisations established exclusively and are working for similar aims and objectives to those of IDEA. ----

VIII INTERNAL PROCEDURES

- 8.1 Except as otherwise provided in these Articles of Association, the Board is authorised – by an absolute majority vote to adopt, modify or repeal all or part of the internal procedures of IDEA. -----

FINAL ACT

WHEREOF THIS DEED was executed in Hilversum on the day mentioned in the head of the deed. The persons appearing are known to me, notary public, and the identity of these persons has been established by me, notary public, on the basis of valid proof of identity. -----

Before the execution of the deed, I, civil-law notary, informed the persons appearing of the substance of the deed and gave an explanation thereon. I also drew the attention of the persons appearing to the consequences arising from the deed. -----

The persons appearing declared to have taken note of the contents of the deed and – agree to that. -----

Immediately after limited reading, the deed was signed by the persons appearing and me, notary. -----

Follows signing.

ISSUED FOR COPY

by the undersigned, Ms Sandra Monique Voorn, acting for
Ms Sandra Vivian Viveen, civil-law notary in Hilversum, the
Netherlands



Sandra Voorn
Sandra
[Signature]